

Hearing Date: September 11, 2013 at 10:00 a.m. (ET)
Objection Deadline¹: August 21, 2013 at 4:00 p.m. (ET)

PEPPER HAMILTON LLP
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*Special Foreclosure Review Counsel For
Bankruptcy Issues to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**COVERSHEET FOR SECOND INTERIM APPLICATION OF PEPPER HAMILTON LLP
AS SPECIAL FORECLOSURE REVIEW COUNSEL FOR BANKRUPTCY ISSUES FOR
THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

¹ The Debtors have granted the US Trustee an extension of time, until August 28, 2013, to file an objection to Applicant's Application. The objection deadline for Applicant's Application remains August 21, 2013 for all other parties in interest.

This is a(n): __ monthly X interim __ final application.

| | |
|---|--|
| Name of Applicant: | Pepper Hamilton LLP (“ Applicant ”) |
| Authorized to Provide Professional Services to: | Residential Capital, LLC, <i>et al.</i> (collectively, the “ Debtors ”) |
| Date of Retention: | Order entered on October 11, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012 |
| Period for which Compensation and Reimbursement is sought: | January 1, 2013 through April 30, 2013 (the “ Application Period ”) |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$1,919,909.50 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$24,752.12 |

Summary of Monthly Applications for Application Period

| Date Served | Compensation Period | Requested Fees | Requested Expenses | Fees Paid | Expenses Paid | 20% Holdback |
|--------------------|----------------------------|-----------------------|---------------------------|------------------|----------------------|---------------------------|
| 3/16/13 | 1/1/13-1/31/13 | 380,010.50 | 4,022.81 ² | 304,008.40 | 4,247.76 | 75,777.15 ² |
| 3/16/13 | 2/1/13-2/28/13 | 459,774.25 | 9,552.88 ³ | 367,819.40 | 9,911.66 | 91,596.07 ³ |
| 4/26/13 | 3/1/13-3/31/13 | 552,649.25 | 5,137.99 | 442,119.40 | 5,137.99 | 110,529.85 |
| 5/30/13 | 4/1/13-4/30/13 | 527,475.50 | 6,038.44 | 421,980.40 | 6,038.44 | 105,495.10 |
| TOTAL | | 1,919,909.50 | 24,752.12 | 1,535,927.60 | 25,335.85 | 383,398.17 ^{2,3} |

Summary of Previous Interim Monthly Applications:

| Interim Application | Application Period | Interim Fees Requested in Application | Fees Allowed | Fees Paid | Interim Expenses Requested in Application | Expenses Allowed | Expenses Paid | Amounts Remaining Unpaid |
|----------------------------|---------------------------|--|---------------------|------------------|--|-------------------------|----------------------|---------------------------------|
| First | 5/15/12 to 12/31/12 | 2,226,584.25 | 2,226,584.25 | 2,226,584.25 | 87,327.73 | 85,827.73 | 85,827.73 | 0.00 |

² In Applicant's invoice for services rendered 1/1/13-1/31/13 (the "January Statement"), Applicant requested \$4,247.76 for expenses which included \$224.95 of charges for meals in excess of \$20.00 per person. Subsequently, the United States Trustee filed its Objection to Applicant's first interim fee application (Docket No. 3310), specifically objecting to any charge for meals in excess of \$20.00 per person. Accordingly, Applicant is deducting \$224.95 from (a) the expense reimbursement it is requesting for the January Statement and (b) the 20% holdback for the January Statement. The 20% Holdback for the January Statement has been reduced from \$76,002.10 to \$75,777.15.

³ In Applicant's invoice for services rendered 2/1/13-2/28/13 (the "February Statement"), Applicant requested \$9,911.66 for expenses which included \$358.78 of charges for meals in excess of \$20.00 per person. Subsequently, the United States Trustee filed its Objection to Applicant's first interim fee application (Docket No. 3310), specifically objecting to any charge for meals in excess of \$20.00 per person. Accordingly, Applicant is deducting \$358.78 from (a) the expense reimbursement it is requesting for the February Statement and (b) the 20% holdback for the February Statement. The 20% Holdback for the February Statement has been reduced from \$91,954.85 to \$91,596.07.

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*Special Foreclosure Review Counsel For
Bankruptcy Issues to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|------------------------|
| ----- |) | |
| In re: |) | Case No. 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| ----- |) | |

**SECOND INTERIM APPLICATION OF PEPPER HAMILTON LLP AS SPECIAL
FORECLOSURE REVIEW COUNSEL FOR BANKRUPTCY ISSUES FOR THE
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

For its second interim application for compensation and reimbursement of
expenses (the “**Application**”) for the period January 1, 2013 through April 30, 2013 (the
“**Application Period**”), Pepper Hamilton LLP (“**Applicant**”), Special Foreclosure Review

¹ The Debtors have granted the US Trustee an extension of time, until August 28, 2013, to file an objection to Applicant’s Application. The objection deadline for Applicant’s Application remains August 21, 2013 for all other parties in interest.

Counsel For Bankruptcy Issues to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered January 29, 2013 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy

Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine-member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant’s Retention and Interim Compensation

6. On October 11, 2012, the Court entered the Interim Order Authorizing the Retention and Employment of Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 1797], approving Applicant’s retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors’ Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the “**Notice Parties**”).

8. On March 14, 2013, Applicant filed its First Interim Application Of Pepper Hamilton LLP As Special Foreclosure Review Counsel For Bankruptcy Issues For The Debtors For Compensation And Reimbursement Of Expenses Incurred For The Period May 15, 2012 Through December 31, 2012 (the “**First Interim Application**”). [Docket No. 3187] In the

First Interim Application, Applicant had requested \$2,226,584.25 in fees and \$87,327.73 in expenses.

9. On March 25, 2013, the United States Trustee filed its Omnibus Objection of the United States Trustee Regarding Fee Applications for Second Interim Awards of Compensation and Reimbursement of Out-Of-Pocket Expenses (the “**Objection**”), which included an objection to the First Interim Application. [Docket No. 3310] In response to the Objection, Applicant (a) with the permission of the Board of Governors of the Federal Reserve System (“**Federal Reserve**”), filed under seal Confidential Supervisory Information pursuant to 12 C.F.R. § 261.2 with respect to the fees incurred and (b) voluntarily reduced the expenses it requested by \$1,500.00, and the United States Trustee withdrew the Objection as to the First Interim Application.

10. The First Interim Application was heard at the hearing on June 12, 2013. At the hearing, the Court approved all of the fees and expenses requested by Applicant in the First Interim Application, subject to the voluntary reduction of \$1,500.00. On June 18, 2013, the Court entered the Order Granting Pepper Hamilton LLP’s Application For Allowance Of Interim Compensation And Reimbursement Of Expenses in the amount of \$2,226,584.25 in fees and \$85,827.73 in expenses. [Docket No. 3998] To date, Applicant has received \$2,312,411.98 in payment of all allowed fees and expenses from its First Interim Application and no amount remains unpaid.

11. On March 16, 2013, Applicant served its fifth monthly invoice covering the period from January 1, 2013 through January 31, 2013 (the “**January Statement**”) on the Notice Parties. On March 16, 2013, Applicant served its sixth monthly invoice covering the period from February 1, 2013 through February 28, 2013 (the “**February Statement**”) on the

Notice Parties. On April 26, 2013, Applicant served its seventh monthly invoice covering the period from March 1, 2013 through March 31, 2013 (the “**March Statement**” on the Notice Parties. On May 30, 2013, Applicant served its eighth monthly invoice covering the period from April 1, 2013 through April 30, 2013 (the “**April Statement**” on the Notice Parties, and together with the January through March invoices, the “**Monthly Statements**”) on the Notice Parties. As of the date hereof, Applicant has not received any objection to the Monthly Statements.

12. The total payments received by Applicant as of the date hereof for fees and expenses incurred during the Application Period are equal to: (i) 80% of requested compensation and (ii) 100% of requested expenses on the January, February, March and April Statements. Specifically, to date, the Applicant has received payments for fees and expenses incurred during the Application Period totaling \$1,561,263.45, representing \$1,535,927.60 in fees and \$25,335.85 in expenses.

13. Attached as Exhibit B is a schedule of the total amount of fees incurred by Applicant during the Application Period. In accordance with the terms of its employment, all services performed by Applicant have been in connection with the bankruptcy workstream (the “**Bankruptcy Workstream**”) under the Consent Order defined in, and all as more fully described in, Debtors’ Application for an Order Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014 Authorizing the Debtors to Employ and Retain Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors *Nunc Pro Tunc* to May 14, 2012 [Docket No. 1426].

14. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant’s practice. For the convenience of this Court and all parties in

interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for each attorney and each paraprofessional at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases.

15. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D.

16. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Statements and are attached hereto as Exhibit E. Except as otherwise noted on Exhibit E, all meal expenses were incurred during out-of-town travel.² In addition, although the Court's guidelines permit non-working travel to be billed at 50%, Applicant has not sought any compensation for non-working travel.

17. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

² Prior to the filing of the Objection, Applicant billed some meals at amounts higher than \$20.00 per person in its January Statement and February Statement. As a result of the resolution of the Objection, Applicant has reduced the amount of expenses that it is requesting for its January Statement and February Statement, as is reflected in the spreadsheet attached hereto as Exhibit F. Following the filing of the Objection, Applicant has billed no more than \$20.00 per person for meals in the March Statement and the April Statement.

18. The Monthly Fee Statements submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$383,398.17. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

19. In accordance with the terms of its employment, Applicant has provided legal advice and assistance to the independent consultant with respect to the Bankruptcy Workstream.

20. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 cases. As the Court is aware, Applicant is not involved as a professional in the Chapter 11 cases, but rather provided services in connection with the Bankruptcy Workstream under the Consent Order, as more fully described in Debtors' Application for an Order Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014 Authorizing the Debtors to Employ and Retain Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors *Nunc Pro Tunc* to May 14, 2012 [Docket No. 1426]. Accordingly, the majority of Applicant's time falls under the category P270 – Regulatory Review. In addition, Applicant prepared interim fee applications, which are categorized under Exhibit B - Fee Applications. The following is a

summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with the foregoing task codes:

- a. P270 – Regulatory Review
Hours: 3,672.10; Fees: \$1,860,475.00

The services performed in this category included developing and refining the legal review process for bankruptcy law violations, working with PricewaterhouseCoopers, LLP to develop the loan review process for bankruptcy law violations and reviewing loan files to determine whether the Debtor's actions against borrowers or their property violated bankruptcy laws. A more complete description of the types of activities involved in carrying out the work required under the Consent Order was filed by Applicant under seal, with the consent of the Federal Reserve Board, in connection with Applicant's First Interim Application.

- b. B160 - Fee Applications
Hours: 144.50 Fees: \$59,434.50

Activities in this category include the preparation, filing and service of interim fee applications on behalf of both Applicant and Hudson Cook, LLP, another law firm providing services pursuant to the Consent Order; and providing additional detail and information to the United States Trustee regarding activities involved in the Independent Foreclosure Review in response to the United States Trustee's Objection to Applicant's First Interim Application.

21. Applicant is aware that the Court normally does not allow fees for time spent responding to an objection to a fee application, but respectfully submits that an exception is warranted in this instance. The basis for the Objection was that Applicant had not provided enough detail about the specific activities undertaken in connection with the Independent Foreclosure Review. However, Applicant was prohibited from disclosing such detailed information because it constitutes Confidential Supervisory Information pursuant to 12 C.F.R.

§ 261.2. See May 20, 2013 Letter from Board of Governors of Federal Reserve, attached hereto as Exhibit G. Moreover, Applicant reasonably believed that the level of detail provided was adequate and appropriate, given the facts that (1) Applicant, though technically retained by the Debtors, served as independent counsel under the Consent Order; and (2) all of the work performed by Applicant was done at the direction and under the supervision of the Federal Reserve.

22. After it became apparent that Applicant was at risk of non-payment for the services it had provided in assisting the Federal Reserve to meet its supervisory goals, Applicant prepared and filed a formal request with the Federal Reserve, which the Federal Reserve granted, to allow Applicant to disclose Confidential Supervisory Information, in the form of a detailed response to the Objection. The Federal Reserve conditioned its approval on the Confidential Supervisory Information being filed under seal and being made available only to the Court and the office of the United States Trustee. Upon reviewing the Confidential Supervisory Information, the United States Trustee withdrew its Objection to Applicant's First Interim Application.

23. Applicant should not be penalized by disallowance of the fees incurred in responding to the Objection, including the fees incurred in obtaining the Federal Reserve's approval to disclose the Confidential Supervisory Information and preparing the Confidential Supervisory Information, where the objection resulted from Applicant's good-faith effort to comply with the Federal Reserve's confidentiality requirements, and not from any impropriety in the activities for which Applicant sought compensation.

24. The time records attached hereto as Exhibit E present more completely the work performed by Applicant during the Application Period.

CONCLUSION

25. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

26. Applicant therefore requests an order (i) approving interim compensation in the amount of \$1,919,909.50 and interim reimbursement of expenses in the amount of \$24,752.12,³ (ii) directing payment of all compensation held back in connection with the Monthly Fee Statements, and (iii) granting such other and further relief as may be just and proper.

PEPPER HAMILTON LLP

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Dated: August 5, 2013

*Special Foreclosure Review Counsel For Bankruptcy
Issues to the Debtors and Debtors in Possession*

³ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

EXHIBIT A

Hearing Date: September 11, 2013 at 10:00 a.m. (ET)
Objection Deadline: August 21, 2013 at 4:00 p.m. (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Case No. 12-12020 (MG)

)
) Chapter 11

)
) Jointly Administered
)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
SECOND INTERIM APPLICATION OF PEPPER HAMILTON LLP AS SPECIAL
FORECLOSURE REVIEW COUNSEL FOR BANKRUPTCY ISSUES FOR THE
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

I, Gary Apfel, hereby certify that:

1. I am a partner with the applicant firm, Pepper Hamilton LLP (the “**Firm**”),
which serves as Special Foreclosure Review Counsel for Bankruptcy Issues to Residential
Capital, LLC., et al., as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm's compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-447, adopted by the Court on January 29, 2013 (the "**Local Guidelines**"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the "**UST Guidelines**") and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the "**Guidelines**"), in connection with the Firm's application, dated August 5, 2013 (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing January 1, 2013 through and including April 30, 2013, in accordance with the Guidelines.

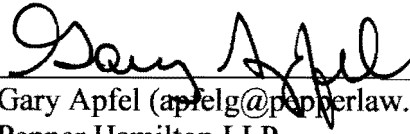
3. In respect of Section B.1 of the Local Guidelines, I certify that:
- (a) I have read the Application;
 - (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
 - (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients; and
 - (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. I certify that all airfare for which reimbursement is sought was coach class.⁷

⁷ Any upgrades from coach class were complimentary or were paid for by the person traveling and have not been billed to the Debtors.

5. In respect of Section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm provided the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm's fees and expenses accrued during the previous months.

6. In respect of Section B.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.



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Dated: August 2, 2013

*Special Foreclosure Review Counsel For
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Debtors in Possession*

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY PEPPER HAMILTON LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2103**

Compensation by Matter

| Task Code | Matter Description | Total Billed Hours | Total Compensation |
|----------------------------|---|---------------------------|---------------------------|
| B160 | Fees – Applicant Fee Application ⁸ | 144.50 | 59,434.50 |
| P270 | Regulatory Reviews | 3,672.10 | 1,860,475.00 |
| Total Fees Incurred | | 3,816.60 | \$1,919,909.50 |

⁸ Included in this amount is 20.5 hours of work related to responding to the United States Trustee's objection to the first interim fee applications of Pepper Hamilton LLP and Hudson Cook, LLP, in the amount of \$11,597.50.

EXHIBIT C

| SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PEPPER HAMILTON LLP JANUARY 1, 2013 THROUGH APRIL 30, 2103 | | | | |
|--|---|--------------------|---------------------|--------------------|
| Name of Professional | Department and Licensure | Total Hours Billed | Hourly Billing Rate | Total Compensation |
| <u>Partners/Of Counsel</u> | | | | |
| Apfel, Gary | Financial Services 1976 | 595.00 | \$850.00 | \$505,750.00 |
| Braun, Kelly B. | Financial Services 1995 | 67.60 | \$470.00 | \$31,772.00 |
| Detweiler, Donald | Corporate Restructuring and Bankruptcy 1992 | 60.00 | \$635.00 | \$38,100.00 |
| Friedman, Joel M. | White Collar Litigation and Investigations 1968 | 187.15 | \$610.00 | \$114,161.50 |
| Hertzberg, Robert S. | Corporate Restructuring and Bankruptcy 1979 | 2.10 | \$800.00 | \$1,680.00 |
| Kimmel, Christine | Real Estate 1996 | 49.10 | \$450.00 | \$22,095.00 |
| Kovsky-Apap, Deborah | Corporate Restructuring and Bankruptcy 2003 | 387.20 | \$500.00 | \$193,600.00 |
| Kress, Kay S. | Corporate Restructuring and Bankruptcy 1986 | 119.50 | \$495.00 | \$59,152.50 |
| Murphy, David | Commercial Litigation 1973 | 120.00 | \$550.00 | \$66,000.00 |
| Murray, Daniel G. | Financial Services 1993 | 95.90 | \$545.00 | \$52,265.50 |
| Poltrock, Leigh A. | Financial Services 1996 | 76.00 | \$380.00 | \$28,880.00 |
| Scotti, Benjamin F. | White Collar Litigation and Investigations 2004 | 111.20 | \$470.00 | \$52,264.00 |
| Vanderpool, Lee | Financial Services 2001 | 19.45 | \$550.00 | \$10,697.00 |
| VandeWyngearde, James | Commercial Litigation 1998 | 47.50 | \$400.00 | \$19,000.00 |
| Wagner, William R. | Financial Services 1992 | 228.65 | \$800.00 | \$182,920.00 |
| Wisotsky, Andrea | Commercial Litigation 1998 | 19.60 | \$610.00 | \$11,955.50 |
| <u>Associates</u> | | | | |
| Casey, Linda J. | Corporate Restructuring and Bankruptcy 1996 | 291.20 | \$470.00 | \$136,864.00 |
| Coccia, Erik L. | Corporate Restructuring and Bankruptcy 2010 | 226.20 | \$265.00 | \$59,943.00 |
| deVries, Andrea M. | Commercial Litigation 2007 | 46.90 | \$405.00 | \$18,994.50 |
| DiValentino, Catherine A. | Financial Services 2010 | 121.80 | \$325.00 | \$39,585.00 |
| Harris, Alexander L. | Commercial Litigation 2011 | 111.50 | \$290.00 | \$32,335.00 |
| Holtzman, Chad B. | Commercial Litigation 2009 | 198.70 | \$365.00 | \$72,525.50 |
| Mavraganis, Andrew | Financial Services 2011 | 123.90 | \$290.00 | \$35,931.00 |
| Smarr, Nefertiri R. | Commercial Litigation 2009 | 89.70 | \$365.00 | \$32,740.50 |
| Tooley, Ryan R. | Financial Services 2010 | 100.65 | \$240.00 | \$24,156.00 |
| Welwarth, Lesley S. | Corporate Restructuring and Bankruptcy 2011 | 178.90 | \$250.00 | \$44,725.00 |

| Name of Professional | Department and Licensure | Total Hours Billed | Hourly Billing Rate | Total Compensation |
|---|--------------------------|--------------------|---------------------|--------------------|
| <u>Paralegals/ Paraprofessionals</u> | | | | |
| Alexsy, Mary-Ellen | Paralegal | 133.20 | \$225.00 | 29,970.00 |
| Henry, Susan | Paralegal | 7.60 | \$235.00 | 1,786.00 |
| Ruck, Songa | Paralegal | 0.40 | \$150.00 | 60.00 |
| Total Professional Hours and Fees | | 3,816.60 | | \$1,919,909.50 |
| Total Hourly Blended Rate (excluding Paralegals/Paraprofessionals) | | | | \$476.15 |

EXHIBIT D

**EXPENSE SUMMARY
JANUARY 1, 2013 THROUGH APRIL 30, 2103**

| Description | Amount |
|---|---------------------|
| Meals | 723.72 ⁹ |
| PACER, Docket Search, Reference Service | 3,579.70 |
| Messenger Service (FedEx) | 532.57 |
| Conference Calls | 0.00 |
| Travel Expenses: | |
| - Airfare (coach class) | 10,182.16 |
| - Car Rental and Gas | 799.08 |
| - Internet (Airline and Hotel) | 101.90 |
| - Hotel | 7,329.82 |
| - Mileage | 26.48 |
| - Parking | 272.00 |
| - Taxi | 1,193.63 |
| - Tolls | 11.06 |
| TOTAL | \$ 24,752.12 |

⁹ Applicant has reduced its request for expenses for the January and February Statements by \$583.73 in accordance with the US Trustee's guidelines limiting charges for meals to no more than \$20.00 per meal per person. See Exhibit F for further details of the reduction.

EXHIBIT E

Pepper Hamilton LLP
Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

REMITTANCE PAGE

Invoice Number: 10797589
March 4, 2013
Matter Number: 139697.00002

Tammy Hamzehpour, General Counsel
GMAC Mortgage, LLC
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

RE: Foreclosure Look Back Review

FOR PROFESSIONAL SERVICES RENDERED through January 31, 2013

| | |
|-----------------------------|--------------|
| Total Fees | \$380,010.50 |
| Total Expenses and Services | \$4,247.76 |
| Total Amount Due | \$384,258.26 |

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046
Swift# WFB1US6S

PLEASE REFERENCE INVOICE NUMBER

Pepper Hamilton LLP
Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

Invoice Number: 10797589
Client/Matter Number: 139697.00002
March 4, 2013

Tammy Hamzehpour, General Counsel
GMAC Mortgage, LLC
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through January 31, 2013 as follows:

RE: Foreclosure Look Back Review

| Date | Name | Services | Time |
|--------|----------------|--|------|
| 1/1/13 | D. Kovsky-Apap | Work on fee application. | 0.50 |
| 1/1/13 | A. Wisotsky | Review loan files. | 0.10 |
| 1/2/13 | G. Apfel | Work on remediation framework. | 0.80 |
| 1/2/13 | G. Apfel | Work on legal review process. | 2.10 |
| 1/2/13 | G. Apfel | Conference call with FRB, FDIC, PwC and HUDCO. | 0.30 |
| 1/2/13 | G. Apfel | Work on fees review process. | 1.20 |
| 1/2/13 | G. Apfel | Work on fees application. | 2.40 |
| 1/2/13 | D. Kovsky-Apap | Work on legal review process. | 5.90 |
| 1/2/13 | D. Murray | Review loan files. | 2.75 |
| 1/2/13 | W.R. Wagner | Review loan files. | 2.00 |
| 1/2/13 | A. Wisotsky | Review loan files. | 0.80 |
| 1/2/13 | L.S. Welwarth | Work on legal review process. | 0.60 |
| 1/2/13 | M. Alexsy | Work on loan review assignments. | 0.50 |
| 1/2/13 | M. Alexsy | Work on fee applications. | 3.70 |
| 1/3/13 | G. Apfel | Work on fees review process. | 0.80 |
| 1/3/13 | G. Apfel | Work on legal review process. | 0.70 |
| 1/3/13 | G. Apfel | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | G. Apfel | Review loan files. | 2.10 |

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

March 4, 2013

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| Date | Name | Services | Time |
|--------|---------------------|---|------|
| 1/3/13 | J.M. Friedman | Meeting to review remediation frameworks and review complaint procedures. | 3.20 |
| 1/3/13 | J.M. Friedman | Preparation prior to above meeting i.e.: review of documents. | 1.00 |
| 1/3/13 | D. Kovsky-Apap | Meeting to review remediation frameworks and revise complaint procedures. | 3.20 |
| 1/3/13 | D. Kovsky-Apap | Work on legal review process. | 1.90 |
| 1/3/13 | D. Murphy | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | D. Murphy | Examine draft stay violation and fee violation remediation framework charts and examine revised Share Point instructions. | 0.30 |
| 1/3/13 | D. Murray | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | W.R. Wagner | Review loan files. | 2.10 |
| 1/3/13 | W.R. Wagner | Meeting to review remediation in frameworks and revised complaint procedure. | 3.20 |
| 1/3/13 | A. Wisotsky | Review loan files. | 0.60 |
| 1/3/13 | A. Wisotsky | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | K.B. Braun | Meeting to review remediation frameworks and revised complaint procedures. | 2.50 |
| 1/3/13 | L.A. Poltrock | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | B.F. Scotti | Meeting to review Remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | B.F. Scotti | Review safe list and other background documents related to loan files. | 1.00 |
| 1/3/13 | R.L. Vanderpool, IV | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | J. VandeWyngearde | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | J. VandeWyngearde | Work on legal review process. | 0.40 |
| 1/3/13 | E.L. Coccia | Meeting to review remediation frameworks and revised complaint procedures. | 3.80 |
| 1/3/13 | Andrea M. de Vries | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | A.L. Harris | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | C.B. Holtzman | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

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| Date | Name | Services | Time |
|--------|----------------|---|------|
| 1/3/13 | A. Mavraganis | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | N.R. Smarr | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | R.R. Tooley | Meeting to review remediation framework and revised complaint procedures. | 3.20 |
| 1/3/13 | L.S. Welwarth | Meeting to review remediation frameworks and revised complaint procedures. | 3.20 |
| 1/3/13 | M. Alexsy | Work on fees applications. | 1.60 |
| 1/4/13 | G. Apfel | Work on fees application. | 2.40 |
| 1/4/13 | G. Apfel | Conference call with PwC and Hudson Cook. | 1.00 |
| 1/4/13 | G. Apfel | Work on service level agreement. | 1.80 |
| 1/4/13 | D. Kovsky-Apap | Participate in status conference call with PwC and Hudson Cook. | 1.20 |
| 1/4/13 | K. Kress | Review loan files. | 3.40 |
| 1/4/13 | D. Murphy | Examine "Safe List." | 0.20 |
| 1/4/13 | W.R. Wagner | Review loan files. | 3.20 |
| 1/4/13 | L.S. Welwarth | Review loan files. | 1.60 |
| 1/4/13 | M. Alexsy | Preparation of fee application and exhibits. | 2.20 |
| 1/5/13 | M. Alexsy | Work on fee applications and exhibits. | 1.50 |
| 1/6/13 | K.B. Braun | Review loan files. | 1.00 |
| 1/6/13 | M. Alexsy | Work on fee applications and exhibits. | 1.20 |
| 1/7/13 | G. Apfel | Work on service level agreement. | 1.20 |
| 1/7/13 | G. Apfel | Work on legal review process. | 1.40 |
| 1/7/13 | G. Apfel | Work on loan review process. | 1.80 |
| 1/7/13 | G. Apfel | Review loan files. | 2.90 |
| 1/7/13 | D.J. Detweiler | Review loan files. | 1.00 |
| 1/7/13 | D. Kovsky-Apap | Work on legal review process and service level agreement. | 3.80 |
| 1/7/13 | K. Kress | Review Loan Files. | 2.60 |
| 1/7/13 | D. Murphy | Work on legal review process. | 1.80 |
| 1/7/13 | D. Murray | Review loan files. | 3.50 |
| 1/7/13 | W.R. Wagner | Review loan files. | 2.00 |
| 1/7/13 | A. Mavraganis | Review loan files. | 0.50 |
| 1/7/13 | M. Alexsy | Work on loan assignments. | 0.60 |
| 1/8/13 | G. Apfel | Work on loan review process and service level agreement, including meetings with PwC in Philadelphia. | 9.20 |
| 1/8/13 | J.M. Friedman | Review loan files. | 4.00 |

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

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| Date | Name | Services | Time |
|---------|---------------------|--|------|
| 1/8/13 | D. Kovsky-Apap | Work on loan review process and service level agreement. | 9.20 |
| 1/8/13 | K. Kress | Review loan files. | 0.10 |
| 1/8/13 | D. Murphy | Work on legal review process. | 1.00 |
| 1/8/13 | D. Murray | Review loan files. | 2.75 |
| 1/8/13 | W.R. Wagner | Review loan files | 2.25 |
| 1/8/13 | J. VandeWyngearde | Review loan files. | 1.00 |
| 1/8/13 | Andrea M. de Vries | Review loan files. | 2.80 |
| 1/8/13 | C.B. Holtzman | Review loan files. | 4.20 |
| 1/8/13 | L.S. Welwarth | Review loan files. | 0.50 |
| 1/8/13 | M. Alexsy | Review loan files. | 0.50 |
| 1/8/13 | M. Alexsy | Work on loan assignments. | 0.70 |
| 1/8/13 | M. Alexsy | Preparation of fee application and exhibits. | 1.80 |
| 1/9/13 | G. Apfel | Work on loan review process and service level agreement. | 6.80 |
| 1/9/13 | G. Apfel | Meeting with GMAC and PwC. | 0.90 |
| 1/9/13 | G. Apfel | Conference call with FRB, FDIC, PwC and Hudco. | 0.40 |
| 1/9/13 | D.J. Detweiler | Review loan files. | 1.20 |
| 1/9/13 | J.M. Friedman | Review loan files. | 2.75 |
| 1/9/13 | D. Kovsky-Apap | Participate in conference call with PwC and FRB, FDIC and Hudco. | 0.40 |
| 1/9/13 | D. Kovsky-Apap | Participate in meeting with GMAC and PwC re dashboard and service level agreement. | 0.90 |
| 1/9/13 | D. Kovsky-Apap | Work on loan review process and service level agreement. | 6.80 |
| 1/9/13 | D. Murphy | Work on legal review process. | 1.00 |
| 1/9/13 | D. Murray | Review loan files. | 4.25 |
| 1/9/13 | W.R. Wagner | Review loan files. | 2.10 |
| 1/9/13 | R.L. Vanderpool, IV | Review loan files. | 2.50 |
| 1/9/13 | A.L. Harris | Review loan files. | 0.30 |
| 1/9/13 | A. Mavraganis | Review loan files. | 2.50 |
| 1/9/13 | L.S. Welwarth | Review loan files. | 1.50 |
| 1/9/13 | M. Alexsy | Work on fee applications. | 5.50 |
| 1/10/13 | G. Apfel | Review loan files. | 4.10 |
| 1/10/13 | G. Apfel | Review loan files. | 1.30 |
| 1/10/13 | G. Apfel | Work on legal review process. | 1.10 |
| 1/10/13 | G. Apfel | Work on remediation framework. | 0.80 |
| 1/10/13 | D.J. Detweiler | Review loan files. | 2.00 |
| 1/10/13 | J.M. Friedman | Review loan files. | 6.00 |

GMAC Mortgage, LLC
Ally Financial, Inc.
Client/Matter Number: 139697.00002
March 4, 2013

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| Date | Name | Services | Time |
|---------|--------------------|---------------------------------------|------|
| 1/10/13 | D. Kovsky-Apap | Review loan files. | 2.50 |
| 1/10/13 | D. Kovsky-Apap | Work on legal review process. | 0.80 |
| 1/10/13 | D. Murphy | Review loan files. | 3.00 |
| 1/10/13 | D. Murray | Review loan files. | 3.00 |
| 1/10/13 | W.R. Wagner | Review loan files. | 2.70 |
| 1/10/13 | A. Wisotsky | Review loan files. | 2.40 |
| 1/10/13 | K.B. Braun | Review loan files. | 2.50 |
| 1/10/13 | L.A. Poltrock | Review loan files. | 2.40 |
| 1/10/13 | B.F. Scotti | Review loan files. | 2.60 |
| 1/10/13 | L.J. Casey | Review loan files. | 2.50 |
| 1/10/13 | E.L. Coccia | Review loan files. | 2.70 |
| 1/10/13 | Andrea M. de Vries | Review loan files. | 3.50 |
| 1/10/13 | A.L. Harris | Review loan files. | 3.70 |
| 1/10/13 | C.B. Holtzman | Review loan files. | 2.50 |
| 1/10/13 | A. Mavraganis | Review loan files. | 2.50 |
| 1/10/13 | N.R. Smarr | Review loan files. | 2.50 |
| 1/10/13 | R.R. Tooley | Review loan files. | 3.00 |
| 1/10/13 | L.S. Welwarth | Review loan files. | 5.40 |
| 1/10/13 | M. Alexsy | Work on fee application and exhibits. | 1.20 |
| 1/11/13 | G. Apfel | Work on fee application. | 1.20 |
| 1/11/13 | G. Apfel | Work on remediation framework. | 1.30 |
| 1/11/13 | G. Apfel | Review loan files. | 2.10 |
| 1/11/13 | D.J. Detweiler | Review loan files. | 1.00 |
| 1/11/13 | D. Kovsky-Apap | Work on legal review process. | 1.30 |
| 1/11/13 | D. Kovsky-Apap | Review loan files. | 1.00 |
| 1/11/13 | K. Kress | Work on legal review process. | 0.30 |
| 1/11/13 | D. Murphy | Review loan files. | 0.70 |
| 1/11/13 | D. Murray | Review loan files. | 3.00 |
| 1/11/13 | W.R. Wagner | Review loan files. | 1.90 |
| 1/11/13 | A. Wisotsky | Review loan files. | 0.25 |
| 1/11/13 | E.L. Coccia | Review loan files. | 1.20 |
| 1/11/13 | Andrea M. de Vries | Review loan files. | 2.40 |
| 1/11/13 | A.L. Harris | Review loan files. | 3.20 |
| 1/11/13 | C.B. Holtzman | Review loan files. | 3.30 |
| 1/11/13 | L.S. Welwarth | Review loan files. | 2.50 |
| 1/11/13 | L.S. Welwarth | Work on legal review process. | 0.60 |
| 1/12/13 | W.R. Wagner | Review loan files. | 0.70 |
| 1/12/13 | L.A. Poltrock | Review loan files. | 3.10 |
| 1/13/13 | D. Kovsky-Apap | Review loan files. | 2.10 |

GMAC Mortgage, LLC
Ally Financial, Inc.
Client/Matter Number: 139697.00002
March 4, 2013

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Page 6

| Date | Name | Services | Time |
|---------|--------------------|---|------|
| 1/13/13 | W.R. Wagner | Review loan files. | 1.50 |
| 1/13/13 | K.B. Braun | Review loan files. | 1.20 |
| 1/14/13 | G. Apfel | Work on legal review process. | 1.60 |
| 1/14/13 | G. Apfel | Conference call with GMAC and PwC. | 0.50 |
| 1/14/13 | G. Apfel | Review loan files. | 3.40 |
| 1/14/13 | G. Apfel | Work on SLA. | 0.60 |
| 1/14/13 | D. Kovsky-Apap | Review loan files. | 9.40 |
| 1/14/13 | D. Kovsky-Apap | Participate in weekly status update call with GMAC and PwC. | 0.50 |
| 1/14/13 | D. Kovsky-Apap | Work on legal review process. | 0.30 |
| 1/14/13 | D. Murphy | Review loan files. | 0.80 |
| 1/14/13 | W.R. Wagner | Review loan files. | 1.00 |
| 1/14/13 | L.J. Casey | Review loan files. | 2.80 |
| 1/14/13 | M. Alexsy | Work on fee application and exhibits. | 3.00 |
| 1/14/13 | M. Alexsy | Review loan files.. | 0.50 |
| 1/15/13 | G. Apfel | Work on legal review process. | 2.10 |
| 1/15/13 | G. Apfel | Review loan files. | 5.30 |
| 1/15/13 | D.J. Detweiler | Review loan files. | 3.00 |
| 1/15/13 | D. Kovsky-Apap | Work on legal review process. | 0.50 |
| 1/15/13 | D. Kovsky-Apap | Review loan files. | 3.60 |
| 1/15/13 | D. Murphy | Review loan files. | 0.40 |
| 1/15/13 | W.R. Wagner | Review loan files. | 2.00 |
| 1/15/13 | L.J. Casey | Review loan files. | 1.50 |
| 1/15/13 | M. Alexsy | Preparation of quarterly fee application and exhibits. | 1.50 |
| 1/16/13 | G. Apfel | Review loan files. | 5.90 |
| 1/16/13 | G. Apfel | Work on legal review process. | 1.80 |
| 1/16/13 | D.J. Detweiler | Review loan files. | 4.30 |
| 1/16/13 | D. Kovsky-Apap | Work on legal review process. | 0.60 |
| 1/16/13 | D. Murphy | Review loan files. | 0.50 |
| 1/16/13 | W.R. Wagner | Review loan files. | 1.20 |
| 1/16/13 | L.J. Casey | Review loan files. | 1.40 |
| 1/16/13 | Andrea M. de Vries | Review loan files. | 3.00 |
| 1/16/13 | C.B. Holtzman | Review loan files. | 3.70 |
| 1/17/13 | G. Apfel | Review loan files. | 0.60 |
| 1/17/13 | G. Apfel | Work on legal review process. | 1.10 |
| 1/17/13 | G. Apfel | Work on fee application. | 0.90 |
| 1/17/13 | G. Apfel | Review loan files. | 6.10 |
| 1/17/13 | D. Kovsky-Apap | Review loan files. | 2.00 |
| 1/17/13 | D. Kovsky-Apap | Work on legal review process. | 0.70 |

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

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| Date | Name | Services | Time |
|---------|--------------------|---|------|
| 1/17/13 | D. Murphy | Review loan files. | 0.80 |
| 1/17/13 | W.R. Wagner | Review loan files. | 1.00 |
| 1/17/13 | L.J. Casey | Review loan files. | 2.50 |
| 1/17/13 | E.L. Coccia | Review loan files. | 2.60 |
| 1/17/13 | M. Alexsy | Review loan files. | 0.40 |
| 1/17/13 | M. Alexsy | Work on fee application and exhibits. | 3.50 |
| 1/18/13 | G. Apfel | Review loan files. | 0.70 |
| 1/18/13 | G. Apfel | Conference call with PwC and Hudson Cook. | 0.90 |
| 1/18/13 | G. Apfel | Work on legal review process. | 0.80 |
| 1/18/13 | G. Apfel | Work on fee application. | 0.40 |
| 1/18/13 | G. Apfel | Review loan files. | 4.30 |
| 1/18/13 | D. Kovsky-Apap | Participate in weekly status conference with PwC. | 0.90 |
| 1/18/13 | D. Kovsky-Apap | Review loan files. | 0.40 |
| 1/18/13 | D. Murphy | Review loan files. | 0.30 |
| 1/18/13 | W.R. Wagner | Review loan files. | 1.30 |
| 1/18/13 | L.A. Poltrock | Review loan files. | 0.60 |
| 1/18/13 | J. VandeWyngearde | Review loan files. | 2.60 |
| 1/18/13 | L.J. Casey | Review loan files. | 3.60 |
| 1/18/13 | E.L. Coccia | Review loan files. | 2.80 |
| 1/18/13 | L.S. Welwarth | Review loan files. | 0.50 |
| 1/18/13 | L.S. Welwarth | Work on legal review process. | 0.40 |
| 1/18/13 | M. Alexsy | Work on fee application and exhibits. | 3.00 |
| 1/20/13 | D. Kovsky-Apap | Review loan files. | 0.70 |
| 1/20/13 | L.S. Welwarth | Review loan files. | 2.00 |
| 1/21/13 | D. Kovsky-Apap | Work on legal review process. | 2.00 |
| 1/21/13 | D. Kovsky-Apap | Review loan files. | 3.20 |
| 1/21/13 | W.R. Wagner | Review loan files. | 1.00 |
| 1/21/13 | L.J. Casey | Review loan files. | 2.10 |
| 1/21/13 | Andrea M. de Vries | Review loan files. | 2.70 |
| 1/22/13 | G. Apfel | Work on legal review process. | 1.40 |
| 1/22/13 | G. Apfel | Review loan files. | 1.60 |
| 1/22/13 | G. Apfel | Work on fee application. | 0.60 |
| 1/22/13 | G. Apfel | Review loan files. | 5.60 |
| 1/22/13 | G. Apfel | Work on fee review process. | 1.30 |
| 1/22/13 | D.J. Detweiler | Review loan files. | 1.50 |
| 1/22/13 | D. Kovsky-Apap | Review loan files. | 0.80 |
| 1/22/13 | D. Kovsky-Apap | Work on legal review process. | 3.80 |
| 1/22/13 | D. Murphy | Review loan files. | 0.50 |
| 1/22/13 | D. Murray | Review loan files. | 1.25 |

GMAC Mortgage, LLC
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| Date | Name | Services | Time |
|---------|--------------------|---|------|
| 1/22/13 | W.R. Wagner | Review loan files. | 2.00 |
| 1/22/13 | L.J. Casey | Review loan files. | 1.40 |
| 1/22/13 | Andrea M. de Vries | Review loan files. | 3.40 |
| 1/22/13 | A.L. Harris | Review loan files. | 3.10 |
| 1/22/13 | R.R. Tooley | Review loan files. | 0.75 |
| 1/22/13 | M. Alexsy | Review loan files. | 0.40 |
| 1/23/13 | G. Apfel | Participate in conference call with PwC and Hudco and FRB and FDIC. | 0.60 |
| 1/23/13 | G. Apfel | Work on loan review process with PwC in Philadelphia. | 8.40 |
| 1/23/13 | D. Kovsky-Apap | Review loan files. | 3.00 |
| 1/23/13 | D. Kovsky-Apap | Work on legal review process. | 1.80 |
| 1/23/13 | D. Kovsky-Apap | Participate in weekly status conference call with FRB. | 0.60 |
| 1/23/13 | K. Kress | Review loan files. | 3.70 |
| 1/23/13 | W.R. Wagner | Review loan files. | 2.00 |
| 1/23/13 | L.J. Casey | Meeting with I. Gyurova, S. Raghuraman, K. Lukens of PwC and G. Apfel and L. Casey of Pepper Hamilton to discuss bk fee validation process development and improvement. | 2.50 |
| 1/23/13 | L.J. Casey | Work on loan review process with PwC in Fort Washington. | 7.50 |
| 1/23/13 | E.L. Coccia | Review loan files. | 1.00 |
| 1/23/13 | C.B. Holtzman | Review loan files. | 4.60 |
| 1/23/13 | L.S. Welwarth | Review loan files. | 1.00 |
| 1/23/13 | M. Alexsy | Review loan files. | 0.30 |
| 1/24/13 | G. Apfel | Work on loan review process. | 1.40 |
| 1/24/13 | G. Apfel | Review loan files. | 3.10 |
| 1/24/13 | D. Kovsky-Apap | Work on legal review process. | 0.50 |
| 1/24/13 | D. Kovsky-Apap | Review loan files. | 0.50 |
| 1/24/13 | K. Kress | Review loan files. | 1.80 |
| 1/24/13 | L.J. Casey | Review loan files with PwC in Fort Washington. | 6.50 |
| 1/24/13 | E.L. Coccia | Review loan files. | 2.10 |
| 1/24/13 | Andrea M. de Vries | Review loan files. | 4.30 |
| 1/24/13 | A.L. Harris | Review loan files. | 0.20 |
| 1/24/13 | M. Alexsy | Work on fee application and exhibits. | 2.00 |
| 1/25/13 | G. Apfel | Participate in conference call with PwC and Hudson Cook. | 0.80 |
| 1/25/13 | G. Apfel | Review loan files. | 4.30 |
| 1/25/13 | G. Apfel | Work of Fee Application. | 0.60 |

GMAC Mortgage, LLC

Ally Financial, Inc.

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| Date | Name | Services | Time |
|---------|-------------------|--|------|
| 1/25/13 | J.M. Friedman | Review loan files. | 2.25 |
| 1/25/13 | D. Kovsky-Apap | Review loan files. | 0.50 |
| 1/25/13 | D. Kovsky-Apap | Participate in weekly status conference call with PwC and Hudson Cook. | 0.50 |
| 1/25/13 | K. Kress | Review loan files. | 1.20 |
| 1/25/13 | B.F. Scotti | Review loan files. | 2.50 |
| 1/25/13 | J. VandeWyngearde | Review loan files. | 0.50 |
| 1/25/13 | L.J. Casey | Review loan files. | 1.20 |
| 1/25/13 | A.L. Harris | Review loan files. | 2.60 |
| 1/25/13 | C.B. Holtzman | Review loan files. | 1.90 |
| 1/25/13 | L.S. Welwarth | Review loan files. | 3.10 |
| 1/25/13 | M. Alexsy | Work on fee application and exhibits. | 5.00 |
| 1/26/13 | D. Kovsky-Apap | Review loan files. | 2.70 |
| 1/26/13 | B.F. Scotti | Review loan files. | 2.20 |
| 1/26/13 | L.J. Casey | Review loan files. | 5.80 |
| 1/26/13 | E.L. Coccia | Review loan files. | 1.60 |
| 1/27/13 | G. Apfel | Review loan files. | 4.20 |
| 1/27/13 | D. Kovsky-Apap | Review loan files. | 1.50 |
| 1/27/13 | L.J. Casey | Review loan files. | 1.10 |
| 1/27/13 | M. Alexsy | Preparation of quarterly fee application and exhibits. | 2.40 |
| 1/28/13 | G. Apfel | Work on legal review process. | 1.20 |
| 1/28/13 | G. Apfel | Work on fees process. | 1.10 |
| 1/28/13 | G. Apfel | Work on fee application. | 0.60 |
| 1/28/13 | G. Apfel | Conference call with GMAC, PwC and HUDCO. | 0.90 |
| 1/28/13 | G. Apfel | Review loan files. | 2.10 |
| 1/28/13 | D.J. Detweiler | Review loan files. | 2.60 |
| 1/28/13 | D. Kovsky-Apap | Participate in weekly conference call with GMAC, PwC and Hudson Cook. | 1.00 |
| 1/28/13 | D. Kovsky-Apap | Work on legal review process. | 3.10 |
| 1/28/13 | K. Kress | Review loan files. | 1.00 |
| 1/28/13 | W.R. Wagner | Review loan files. | 1.00 |
| 1/28/13 | B.F. Scotti | Review loan files. | 1.80 |
| 1/28/13 | J. VandeWyngearde | Review loan files. | 2.50 |
| 1/28/13 | L.J. Casey | Review loan files with PwC in Fort Washington. | 7.30 |
| 1/28/13 | L.S. Welwarth | Review loan files. | 3.80 |
| 1/28/13 | M. Alexsy | Work on fee application and exhibits. | 3.50 |
| 1/29/13 | G. Apfel | Work on loan review process. | 2.10 |
| 1/29/13 | G. Apfel | Review loan files. | 4.60 |
| 1/29/13 | G. Apfel | Work on fee application. | 0.70 |

GMAC Mortgage, LLC

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| Date | Name | Services | Time |
|---------|--------------------|--|------|
| 1/29/13 | D. Kovsky-Apap | Work on legal review process. | 3.50 |
| 1/29/13 | D. Kovsky-Apap | Review loan files. | 1.00 |
| 1/29/13 | K. Kress | Review loan files. | 1.20 |
| 1/29/13 | W.R. Wagner | Review loan files. | 2.00 |
| 1/29/13 | L.J. Casey | Work with PwC on reviewing loan files and process. | 4.50 |
| 1/29/13 | Andrea M. de Vries | Review loan files. | 1.70 |
| 1/29/13 | C.B. Holtzman | Review loan files. | 1.00 |
| 1/29/13 | L.S. Welwarth | Review loan files. | 2.00 |
| 1/30/13 | G. Apfel | Review loan files. | 1.60 |
| 1/30/13 | G. Apfel | Work on PwC training materials for bankruptcy standing review. | 3.40 |
| 1/30/13 | G. Apfel | Work on report re summary of stay violations found to date. | 3.10 |
| 1/30/13 | D.J. Detweiler | Review loan files. | 0.20 |
| 1/30/13 | D. Kovsky-Apap | Work on legal review process. | 2.20 |
| 1/30/13 | D. Kovsky-Apap | Review loan files. | 2.80 |
| 1/30/13 | B.F. Scotti | Review loan files. | 4.30 |
| 1/30/13 | L.J. Casey | Work with PwC on reviewing loan files. | 8.30 |
| 1/30/13 | E.L. Coccia | Review loan files. | 2.30 |
| 1/30/13 | A.L. Harris | Review loan files. | 0.50 |
| 1/30/13 | C.B. Holtzman | Review loan files. | 0.60 |
| 1/30/13 | L.S. Welwarth | Review loan files. | 0.50 |
| 1/30/13 | M. Alexsy | Work on fee application and exhibits. | 5.50 |
| 1/31/13 | G. Apfel | Work on legal review process. | 2.80 |
| 1/31/13 | G. Apfel | Work on training materials for PwC bankruptcy standing review. | 2.10 |
| 1/31/13 | G. Apfel | Work on report regarding summary of stay violations to date. | 1.60 |
| 1/31/13 | G. Apfel | Review loan files. | 1.30 |
| 1/31/13 | D.J. Detweiler | Review loan files. | 1.30 |
| 1/31/13 | D. Kovsky-Apap | Work on legal review process. | 2.30 |
| 1/31/13 | D. Kovsky-Apap | Review loan files. | 0.50 |
| 1/31/13 | K. Kress | Review loan files. | 0.20 |
| 1/31/13 | W.R. Wagner | Review loan files. | 1.20 |
| 1/31/13 | L.A. Poltrock | Review loan files. | 1.50 |
| 1/31/13 | E.L. Coccia | Review loan files. | 1.60 |
| 1/31/13 | A.L. Harris | Review loan files. | 0.80 |
| 1/31/13 | C.B. Holtzman | Review loan files. | 3.60 |
| 1/31/13 | L.S. Welwarth | Work on legal review process. | 0.40 |

GMAC Mortgage, LLC

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| <u>Date</u> | <u>Name</u> | <u>Services</u> | <u>Time</u> |
|-------------|-------------|---------------------------------------|-------------|
| 1/31/13 | M. Alexsy | Work on fee application and exhibits. | 3.50 |

TOTAL CHARGEABLE HOURS 707.35

TOTAL FEES \$380,010.50

Meals

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|--|--------------|-------------|--------------|
| 01/03/13 | CON1 | Meals - GARY APFEL - LUNCH WITH DANA CLARKE (SUSHI MURASAKI) 12/27/12 | 1 | 32.72 | 32.72 |
| 01/14/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES 1/7-10/13 - DINNER (CITRON & ROSE, PHILA) 1/7/13 | 1 | 62.00 | 62.00 |
| 01/14/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES 1/7-10/13 - LUNCH WITH DEB KOVSKY -APAP (CORNER BISTRO, PHILA) - \$22.60 | 1 | 22.60 | 22.60 |
| 01/22/13 | CON1 | Meals - DEBORAH KOVSKY-APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - DINNER (SU XING HOUSE, PHILA) 1/7/13 | 1 | 19.04 | 19.04 |
| 01/22/13 | CON1 | Meals - DEBORAH KOVSKY-APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - SNACKS, COFFEE, TEA 1/8/13 | 1 | 12.66 | 12.66 |
| 01/22/13 | CON1 | Meals - DEBORAH KOVSKY-APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - DINNER (HAMIFGASH RESTAURANT, PHILA) 1/8/13 | 1 | 68.35 | 68.35 |
| 01/22/13 | CON1 | Meals - DEBORAH KOVSKY-APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - SNACKS, COFFEE, TEA 1/9/13 | 1 | 8.83 | 8.83 |

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| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|----------------------------|-------------|---|--------------|-------------|-----------------|
| 01/22/13 | CON1 | Meals - DEBORAH KOVSKY-APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - LUNCH (CORNER BISTRO, PHILA) 1/9/13 | 1 | 18.00 | 18.00 |
| 01/22/13 | CON1 | Meals - DEBORAH KOVSKY-APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - LUNCH 1/10/13 | 1 | 18.48 | 18.48 |
| 01/28/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 1/22-24/13 - LUNCH (CORNER BISTRO, PHILA) 1/23/13 | 1 | 22.06 | 22.06 |
| 01/28/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 1/22-24/13 - DINNER WITH DANA CLARKE 1/23/13 | 1 | 123.88 | 123.88 |
| 01/28/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 1/22-24/13 - DINNER (FUJI MOUNTAIN 1/22/13, PHILA) | 1 | 68.66 | 68.66 |
| SubTotal For: Meals | | | | | \$477.28 |

Docket Search

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|------------------------------------|-------------|---|--------------|-------------|-----------------|
| 01/18/13 | DKT3 | 100112 - 123112 - PACER REFERENCE SERVICE | 1 | 629.00 | 629.00 |
| 01/29/13 | DKT3 | 100112 - 123112 - PACER SERVICE | 1 | 19.00 | 19.00 |
| 01/29/13 | DKT3 | 100112 - 123112 - PACER SERVICE | 1 | 93.30 | 93.30 |
| 01/30/13 | DKT3 | 100112 - 123112 - PACER SERVICE - FLEX-BCBSM | 1 | 5.00 | 5.00 |
| 01/30/13 | DKT3 | 100112 - 123112 - PACER SERVICE - FLEX-BCBSM | 1 | 14.20 | 14.20 |
| 01/30/13 | DKT3 | 100112 - 123112 - PACER SERVICE - FLEX-BCBSM | 1 | 68.30 | 68.30 |
| SubTotal For: Docket Search | | | | | \$828.80 |

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Messenger Service

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|--|--------------------|--|---------------------|--------------------|---------------------|
| 01/15/13 | MES4 | FedEx: Kenneth Ziman NEW YORK CITY | 1 | 15.15 | 15.15 |
| 01/15/13 | MES4 | FedEx: Kenneth Eckstein NEW YORK CITY | 1 | 15.15 | 15.15 |
| 01/15/13 | MES4 | FedEx: Office of the U S T NEW YORK CITY | 1 | 15.15 | 15.15 |
| 01/15/13 | MES4 | FedEx: Ray C Schrock NEW YORK | 1 | 15.15 | 15.15 |
| 01/15/13 | MES4 | FedEx: NEW YORK CITY | 1 | 15.15 | 15.15 |
| 01/15/13 | MES4 | FedEx: Attn Tammy Hamzehpo FORT WASHINGTON | 1 | 15.15 | 15.15 |
| SubTotal For: Messenger Service | | | | | \$90.90 |

Travel Expense

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|--------------------|--------------------|--|---------------------|--------------------|---------------------|
| 12/11/12 | TRV1 | APFEL 010713 - ROUNDTRIP AIRFARE, LA TO PHILA. | 1 | 1,250.20 | 1,250.20 |
| 01/08/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - AIRFARE RE: TRAVEL TO PHILADELPHIA RE: PWC/ALLY BANK 1/7-10/13 | 1 | 888.60 | 888.60 |
| 01/14/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES 1/7-10/13 - CAB FROM LAX TO HOME 1/10/13 | 1 | 58.00 | 58.00 |
| 01/14/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES 1/7-10/13 - CAB FROM PHILA AIRPROT TO HOTEL 1/7/13 | 1 | 35.40 | 35.40 |
| 01/14/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES 1/7-10/13 - CAB FROM HOME TO LAX 1/7/13 | 1 | 57.00 | 57.00 |
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7-10/13 TRAVEL TO PHILADELPHIA - HOTEL PARKING | 1 | 49.00 | 49.00 |

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| | | | | | |
|-------------------------------------|------|--|---|--------|----------------------------|
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7- 10/13 TRAVEL TO PHILADELPHIA - RENTAL CAR | 1 | 153.82 | 153.82 |
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7- 10/13 TRAVEL TO PHILADELPHIA - RESTAURANT PARKING 1/8/13 | 1 | 15.00 | 15.00 |
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7- 10/13 TRAVEL TO PHILADELPHIA - CAB TO AIRPORT 1/10/13 | 1 | 36.88 | 36.88 |
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7- 10/13 TRAVEL TO PHILADELPHIA - AIRPORT PARKING 1/10/13 | 1 | 80.00 | 80.00 |
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7- 10/13 TRAVEL TO PHILADELPHIA - ROUNDTrip AIRPORT MILEAGE | 1 | 26.48 | 26.48 |
| 01/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - EXPENSES RELATED TO 1/7- 10/13 TRAVEL TO PHILADELPHIA - HOTEL INTERNET | 1 | 54.00 | 54.00 |
| 01/28/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 1/22-24/13 - CAB FROM HOME TO LAX 1/22/13 | 1 | 56.00 | 56.00 |
| 01/28/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 1/22-24/13 - CAB FROM PHILA AIRPORT TO HOTEL | 1 | 35.40 | 35.40 |
| 01/28/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 1/22-24/13 - CAB FROM LAX TO HOME 1/24/13 | 1 | 55.00 | 55.00 |
| SubTotal For: Travel Expense | | | | | \$2,850.78 |
| TOTAL EXPENSES..... | | | | | \$4,247.76 |
| TOTAL AMOUNT DUE..... | | | | | <u>\$384,258.26</u> |

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Ally Financial, Inc.
Client/Matter Number: 139697.00002
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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

| | | Hours | Rate | Fee |
|---------------------|---------------|--------|--------|--------------|
| G. Apfel | Partner | 155.40 | 850.00 | 132,090.00 |
| D.J. Detweiler | Partner | 18.10 | 635.00 | 11,493.50 |
| J.M. Friedman | Partner | 19.20 | 610.00 | 11,712.00 |
| D. Kovsky-Apap | Partner | 98.90 | 500.00 | 49,450.00 |
| K. Kress | Partner | 15.50 | 495.00 | 7,672.50 |
| D. Murphy | Partner | 14.50 | 550.00 | 7,975.00 |
| D. Murray | Partner | 23.70 | 545.00 | 12,916.50 |
| W.R. Wagner | Partner | 39.35 | 800.00 | 31,480.00 |
| A. Wisotsky | Partner | 7.35 | 610.00 | 4,483.50 |
| K.B. Braun | Of Counsel | 7.20 | 470.00 | 3,384.00 |
| L.A. Poltrock | Of Counsel | 10.80 | 380.00 | 4,104.00 |
| B.F. Scotti | Of Counsel | 17.60 | 470.00 | 8,272.00 |
| R.L. Vanderpool, IV | Of Counsel | 5.70 | 550.00 | 3,135.00 |
| J. VandeWyngearde | Of Counsel | 10.20 | 400.00 | 4,080.00 |
| L.J. Casey | Contract Atty | 62.50 | 470.00 | 29,375.00 |
| E.L. Coccia | Associate | 21.70 | 265.00 | 5,750.50 |
| Andrea M. de Vries | Associate | 27.00 | 405.00 | 10,935.00 |
| A.L. Harris | Associate | 17.60 | 290.00 | 5,104.00 |
| C.B. Holtzman | Associate | 28.60 | 365.00 | 10,439.00 |
| A. Mavraganis | Associate | 8.70 | 290.00 | 2,523.00 |
| N.R. Smarr | Associate | 5.70 | 365.00 | 2,080.50 |
| R.R. Tooley | Associate | 6.95 | 240.00 | 1,668.00 |
| L.S. Welwarth | Associate | 29.60 | 250.00 | 7,400.00 |
| M. Alexsy | Paralegal | 55.50 | 225.00 | 12,487.50 |
| Total | | 707.35 | | \$380,010.50 |

Pepper Hamilton LLP
Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

REMITTANCE PAGE

Invoice Number: 10799617
March 12, 2013
Matter Number: 139697.00002

Tammy Hamzehpour, General Counsel
GMAC Mortgage, LLC
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

RE: Foreclosure Look Back Review

FOR PROFESSIONAL SERVICES RENDERED through February 28, 2013

| | |
|-----------------------------|--------------|
| Total Fees | \$460,119.75 |
| Total Expenses and Services | \$9,911.66 |
| Total Amount Due | \$470,031.41 |

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER

Pepper Hamilton LLP

Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

Invoice Number: 10799617
Client/Matter Number: 139697.00002
March 12, 2013

Tammy Hamzehpour, General Counsel
GMAC Mortgage, LLC
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through February 28, 2013 as follows

RE: Foreclosure Look Back Review

| Date | Name | Services | Time |
|--------|----------------|--|------|
| 2/1/13 | G. Apfel | Work on training materials for PwC bankruptcy standing review. | 1.80 |
| 2/1/13 | G. Apfel | Legal review process. | 1.30 |
| 2/1/13 | G. Apfel | Review loan files. | 4.10 |
| 2/1/13 | D. Kovsky-Apap | Review interim fee application. | 0.50 |
| 2/1/13 | D. Kovsky-Apap | Work on legal review process. | 0.50 |
| 2/1/13 | D. Kovsky-Apap | Review loan files. | 0.50 |
| 2/1/13 | K.B. Braun | Review loan files. | 1.80 |
| 2/1/13 | L.J. Casey | Review loan files. | 2.10 |
| 2/1/13 | E.L. Coccia | Review loan files. | 2.50 |
| 2/1/13 | A.L. Harris | Review loan files. | 1.30 |
| 2/1/13 | A. Mavraganis | Review loan files. | 2.50 |
| 2/1/13 | L.S. Welwarth | Legal review process. | 0.80 |
| 2/3/13 | D. Kovsky-Apap | Review loan files. | 4.80 |
| 2/3/13 | E.L. Coccia | Review loan files. | 2.00 |
| 2/4/13 | G. Apfel | Review loan files. | 1.60 |
| 2/4/13 | G. Apfel | Legal review process. | 2.10 |
| 2/4/13 | G. Apfel | Conference call with GMAC, PwC and Hudco. | 1.00 |
| 2/4/13 | G. Apfel | Review loan files. | 1.90 |

GMAC Mortgage, LLC

Ally Financial, Inc.

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March 12, 2013

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| Date | Name | Services | Time |
|--------|--------------------|--|------|
| 2/4/13 | D. Kovsky-Apap | Legal review process. | 4.20 |
| 2/4/13 | K. Kress | Review loan files. | 1.20 |
| 2/4/13 | L.J. Casey | Review loan files. | 6.30 |
| 2/4/13 | E.L. Coccia | Review loan files. | 0.80 |
| 2/4/13 | M. Alexsy | Review loan files. | 0.50 |
| 2/5/13 | G. Apfel | Legal review process. | 3.40 |
| 2/5/13 | G. Apfel | Work on fee application. | 0.80 |
| 2/5/13 | G. Apfel | Review loan files. | 3.10 |
| 2/5/13 | D. Kovsky-Apap | Legal review process. | 2.80 |
| 2/5/13 | W.R. Wagner | Review loan files. | 2.00 |
| 2/5/13 | L.J. Casey | Review loan files. | 5.20 |
| 2/5/13 | L.J. Casey | Review loan files. | 2.10 |
| 2/5/13 | Andrea M. de Vries | Review loan files. | 1.10 |
| 2/5/13 | C.B. Holtzman | Review loan files. | 2.40 |
| 2/6/13 | G. Apfel | Review loan files. | 9.40 |
| 2/6/13 | J.M. Friedman | Review loan files. | 2.50 |
| 2/6/13 | D. Kovsky-Apap | Legal review process. | 1.20 |
| 2/6/13 | D. Kovsky-Apap | Participate in status conference call with GMAC and PwC. | 0.80 |
| 2/6/13 | W.R. Wagner | Review loan files. | 1.00 |
| 2/6/13 | B.F. Scotti | Review loan files. | 3.80 |
| 2/6/13 | L.J. Casey | Review loan files. | 4.20 |
| 2/6/13 | L.J. Casey | Legal review process. | 4.20 |
| 2/6/13 | L.J. Casey | Review loan files. | 2.50 |
| 2/6/13 | Andrea M. de Vries | Review loan files. | 3.50 |
| 2/6/13 | A.L. Harris | Review loan files. | 0.20 |
| 2/6/13 | C.B. Holtzman | Review loan files. | 0.60 |
| 2/6/13 | A. Mavraganis | Review loan files. | 1.50 |
| 2/6/13 | L.S. Welwarth | Review loan files. | 6.50 |
| 2/6/13 | M. Alexsy | Review loan files. | 1.50 |
| 2/7/13 | G. Apfel | Legal review process. | 3.10 |
| 2/7/13 | G. Apfel | Review loan files. | 4.10 |
| 2/7/13 | D.J. Detweiler | Participate in team conference call. | 1.80 |
| 2/7/13 | J.M. Friedman | Review loan files. | 2.50 |
| 2/7/13 | D. Kovsky-Apap | Review loan files. | 7.60 |
| 2/7/13 | D. Kovsky-Apap | Legal review process. | 3.80 |
| 2/7/13 | K. Kress | Review loan files. | 2.00 |
| 2/7/13 | D. Murray | Legal review process. | 2.00 |
| 2/7/13 | W.R. Wagner | Review loan files. | 3.00 |

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

March 12, 2013

Invoice: 10799617

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| Date | Name | Services | Time |
|---------|------------------------|--|------|
| 2/7/13 | A. Wisotsky | Review loan files. | 2.00 |
| 2/7/13 | K.B. Braun | Review loan files. | 1.50 |
| 2/7/13 | L.A. Poltrock | Legal review process. | 2.00 |
| 2/7/13 | B.F. Scotti | Review loan files. | 2.00 |
| 2/7/13 | B.F. Scotti | Review loan files. | 3.40 |
| 2/7/13 | R.L. Vanderpool, IV | Ally/Training. | 1.75 |
| 2/7/13 | J. VandeWyngearde | Legal review process. | 0.30 |
| 2/7/13 | J. VandeWyngearde | Legal review process. | 2.00 |
| 2/7/13 | J. VandeWyngearde | Review loan files. | 0.90 |
| 2/7/13 | L.J. Casey | Review loan files. | 3.10 |
| 2/7/13 | E.L. Coccia | Review loan files. | 5.20 |
| 2/7/13 | C.A. DiValentino | Review loan files. | 2.00 |
| 2/7/13 | A.L. Harris | Review loan files. | 1.90 |
| 2/7/13 | C.B. Holtzman | Review loan files. | 2.00 |
| 2/7/13 | A. Mavraganis | Review loan files. | 1.80 |
| 2/7/13 | N.R. Smarr | Review loan files. | 1.70 |
| 2/7/13 | L.S. Welwarth | Review loan files. | 6.00 |
| 2/8/13 | G. Apfel | Review loan files. | 1.60 |
| 2/8/13 | G. Apfel | Conference call with PwC and Hudson Cook. | 0.50 |
| 2/8/13 | G. Apfel | Legal review process. | 2.10 |
| 2/8/13 | G. Apfel | Review loan files. | 2.90 |
| 2/8/13 | D. Kovsky-Apap | Participate in status conference call with PwC and Hudson Cook. | 0.40 |
| 2/8/13 | D. Kovsky-Apap | Review loan files. | 4.50 |
| 2/8/13 | D. Kovsky-Apap | Legal review process. | 0.50 |
| 2/8/13 | K. Kress | Review loan files. | 1.60 |
| 2/8/13 | K.B. Braun | Review loan files. | 2.10 |
| 2/8/13 | L.A. Poltrock | Multiple telephone conferences with N. Meliti and GMAC tech support regarding access to Citrix system. | 0.90 |
| 2/8/13 | E.L. Coccia | Review loan files. | 7.00 |
| 2/8/13 | C.B. Holtzman | Review loan files. | 4.60 |
| 2/8/13 | A. Mavraganis | Review loan files. | 2.00 |
| 2/10/13 | D. Kovsky-Apap | Review loan files. | 3.20 |
| 2/10/13 | W.R. Wagner | Review loan files. | 1.50 |
| 2/10/13 | E.L. Coccia | Review loan files. | 2.30 |
| 2/11/13 | G. Apfel | Review loan files. | 2.10 |
| 2/11/13 | G. Apfel | Legal review process. | 3.20 |

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| 2/11/13 | G. Apfel | Loan review process. | 2.10 |
| 2/11/13 | G. Apfel | Conference call with GMAC, PwC and Hudson Cook. | 0.60 |
| 2/11/13 | D. Kovsky-Apap | Legal review process. | 4.10 |
| 2/11/13 | D. Kovsky-Apap | Participate in status conference call with GMAC, PwC and Hudson Cook. | 0.60 |
| 2/11/13 | D. Kovsky-Apap | Review loan files. | 2.00 |
| 2/11/13 | D. Murray | Review loan files. | 0.75 |
| 2/11/13 | L.J. Casey | Review loan files. | 3.30 |
| 2/11/13 | L.J. Casey | Legal review process. | 2.10 |
| 2/11/13 | L.J. Casey | Review loan files. | 2.40 |
| 2/11/13 | L.J. Casey | Legal review process. | 1.10 |
| 2/11/13 | Andrea M. de Vries | Review loan files. | 1.60 |
| 2/11/13 | C.B. Holtzman | Review loan files. | 3.90 |
| 2/11/13 | R.R. Tooley | Review loan files. | 4.00 |
| 2/11/13 | L.S. Welwarth | Review loan files. | 4.00 |
| 2/12/13 | G. Apfel | Review loan files. | 3.40 |
| 2/12/13 | G. Apfel | Review loan files. | 2.10 |
| 2/12/13 | G. Apfel | Legal review process. | 2.80 |
| 2/12/13 | D. Kovsky-Apap | Legal review process. | 6.80 |
| 2/12/13 | K. Kress | Review loan files. | 0.50 |
| 2/12/13 | D. Murray | Review loan files. | 3.00 |
| 2/12/13 | P.T. Wakiyama | Teleconference with CCH counsel; email to G. Apfel. | 0.50 |
| 2/12/13 | B.F. Scotti | Review loan files | 2.20 |
| 2/12/13 | J. VandeWyngearde | Review loan files. | 2.70 |
| 2/12/13 | L.J. Casey | Legal review process. | 3.40 |
| 2/12/13 | L.J. Casey | Review loan files. | 2.20 |
| 2/12/13 | L.J. Casey | Review loan files. | 3.50 |
| 2/12/13 | A.L. Harris | Review loan files. | 2.20 |
| 2/12/13 | C.B. Holtzman | Review loan files. | 5.20 |
| 2/12/13 | A. Mavraganis | Review loan files. | 4.20 |
| 2/12/13 | R.R. Tooley | Review loan files. | 3.50 |
| 2/12/13 | L.S. Welwarth | Review loan files. | 4.70 |
| 2/13/13 | G. Apfel | Review loan files. | 5.80 |
| 2/13/13 | G. Apfel | Legal review process. | 1.60 |
| 2/13/13 | G. Apfel | Review loan files. | 0.80 |
| 2/13/13 | G. Apfel | Work on fee application. | 0.30 |

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| 2/13/13 | J.M. Friedman | Review loan files; call A. Harris re: Intent to keep property and changes. | 6.00 |
| 2/13/13 | D. Kovsky-Apap | Participate in conference call with FRB and PwC. | 0.20 |
| 2/13/13 | D. Kovsky-Apap | Legal review process. | 1.60 |
| 2/13/13 | D. Kovsky-Apap | Review loan files. | 1.10 |
| 2/13/13 | K. Kress | Review loan files. | 4.80 |
| 2/13/13 | D. Murphy | Call to D. Kovsky re: issues with Citrix. | 0.20 |
| 2/13/13 | D. Murphy | E-mails from D. Kovsky on 2/6/13 re: meeting/Web Ex on 2/7/13. | 0.10 |
| 2/13/13 | D. Murphy | E-mails on 2/12/13 from M. Alexsy re: new assignments and search Share Point for same. | 0.20 |
| 2/13/13 | D. Murray | Review loan files. | 2.25 |
| 2/13/13 | W.R. Wagner | Review loan files. | 2.00 |
| 2/13/13 | A. Wisotsky | Review loan files. | 1.20 |
| 2/13/13 | J. VandeWyngearde | Legal review process. | 0.70 |
| 2/13/13 | J. VandeWyngearde | Review loan files. | 2.40 |
| 2/13/13 | L.J. Casey | Loan review process. | 6.20 |
| 2/13/13 | L.J. Casey | Review loan files. | 2.60 |
| 2/13/13 | Andrea M. de Vries | Review loan files. | 2.50 |
| 2/13/13 | A.L. Harris | Review loan files. | 1.80 |
| 2/13/13 | C.B. Holtzman | Review loan files. | 6.30 |
| 2/13/13 | A. Mavraganis | Review loan files. | 2.00 |
| 2/13/13 | R.R. Tooley | Review loan files. | 3.50 |
| 2/13/13 | L.S. Welwarth | Review loan files. | 6.90 |
| 2/13/13 | M. Alexsy | Review loan files. | 1.80 |
| 2/13/13 | M. Alexsy | Work on fee applications. | 0.90 |
| 2/14/13 | G. Apfel | Review loan files. | 1.60 |
| 2/14/13 | G. Apfel | Legal review process. | 0.80 |
| 2/14/13 | G. Apfel | Review loan files. | 6.40 |
| 2/14/13 | J.M. Friedman | Review loan files. | 3.00 |
| 2/14/13 | D. Kovsky-Apap | Review loan files. | 2.20 |
| 2/14/13 | D. Kovsky-Apap | Legal review process. | 0.30 |
| 2/14/13 | K. Kress | Legal review process. | 1.00 |
| 2/14/13 | K. Kress | Review loan files. | 1.90 |
| 2/14/13 | D. Murphy | E-mail of 2/6/13 from D. Kovsky with revised Sharepoint Instructions. | 0.20 |
| 2/14/13 | D. Murphy | E-mails of 2/6/13 from D. Kovsky re: Citrix login and password. | 0.10 |
| 2/14/13 | D. Murphy | E-mail of 2/7/13 from D. Kovsky re: loan review feedback. | 0.20 |

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| 2/14/13 | D. Murphy | E-mail of 2/12/13 from D. Kovsky with revised Sharepoint Instructions and review of same. | 0.70 |
| 2/14/13 | D. Murphy | Review loan files. | 1.90 |
| 2/14/13 | W.R. Wagner | Review loan files. | 2.00 |
| 2/14/13 | K.B. Braun | Review loan files. | 2.00 |
| 2/14/13 | L.A. Poltrock | Review loan files. | 5.00 |
| 2/14/13 | R.L. Vanderpool, IV | Review loan files. | 2.00 |
| 2/14/13 | J. VandeWyngearde | Review loan files. | 2.10 |
| 2/14/13 | J. VandeWyngearde | Review loan files. | 2.00 |
| 2/14/13 | L.J. Casey | Review loan files. | 7.60 |
| 2/14/13 | C.A. DiValentino | Review loan files. | 2.00 |
| 2/14/13 | A.L. Harris | Review loan files. | 2.60 |
| 2/14/13 | C.B. Holtzman | Review loan files. | 2.00 |
| 2/14/13 | C.B. Holtzman | Review loan files. | 3.10 |
| 2/14/13 | A. Mavraganis | Review loan files. | 4.10 |
| 2/14/13 | A. Mavraganis | Revise and send execution version of Landlord Waiver to counsel. | 0.20 |
| 2/14/13 | N.R. Smarr | Review loan files. | 1.90 |
| 2/14/13 | R.R. Tooley | Review loan files. | 3.00 |
| 2/14/13 | L.S. Welwarth | Review loan files. | 2.00 |
| 2/15/13 | G. Apfel | Review loan files. | 0.80 |
| 2/15/13 | G. Apfel | Conference call with PwC and Hudco. | 0.60 |
| 2/15/13 | G. Apfel | Review loan files. | 5.70 |
| 2/15/13 | D.J. Detweiler | Review loan files. | 0.70 |
| 2/15/13 | J.M. Friedman | Review loan files. | 7.00 |
| 2/15/13 | D. Kovsky-Apap | Participate in status conference call with PwC and Hudson Cook. | 0.70 |
| 2/15/13 | D. Kovsky-Apap | Review loan files. | 2.00 |
| 2/15/13 | K.B. Braun | Review loan files. | 1.00 |
| 2/15/13 | L.A. Poltrock | Review loan files. | 4.60 |
| 2/15/13 | J. VandeWyngearde | Review loan files. | 3.30 |
| 2/15/13 | Andrea M. de Vries | Review loan files. | 3.20 |
| 2/15/13 | C.B. Holtzman | Review loan files. | 4.40 |
| 2/15/13 | A. Mavraganis | Review loan files. | 2.20 |
| 2/15/13 | L.S. Welwarth | Review loan files. | 3.40 |
| 2/16/13 | D. Kovsky-Apap | Review loan files. | 3.90 |
| 2/16/13 | K.B. Braun | Review loan files. | 2.20 |
| 2/17/13 | D. Kovsky-Apap | Review loan files. | 3.30 |

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| 2/17/13 | C.B. Holtzman | Review loan files. | 3.80 |
| 2/18/13 | D. Kovsky-Apap | Review loan files. | 3.80 |
| 2/18/13 | L.A. Poltrock | Review loan files. | 4.40 |
| 2/18/13 | C.A. DiValentino | Review loan files. | 2.00 |
| 2/18/13 | C.B. Holtzman | Review loan files. | 3.50 |
| 2/19/13 | G. Apfel | Legal review process. | 1.30 |
| 2/19/13 | G. Apfel | Review loan files. | 5.80 |
| 2/19/13 | D.J. Detweiler | Review loan files. | 2.70 |
| 2/19/13 | J.M. Friedman | Review loan files including work with GMAC to solve connection problems. | 4.50 |
| 2/19/13 | D. Kovsky-Apap | Review loan files. | 1.90 |
| 2/19/13 | K. Kress | Review loan files. | 3.50 |
| 2/19/13 | K.B. Braun | Review loan files. | 1.70 |
| 2/19/13 | L.A. Poltrock | Review loan files. | 0.40 |
| 2/19/13 | J. VandeWyngearde | Review loan files. | 0.20 |
| 2/19/13 | L.J. Casey | Review loan files. | 8.30 |
| 2/19/13 | Andrea M. de Vries | Review loan files. | 4.50 |
| 2/19/13 | C.B. Holtzman | Review loan files. | 2.20 |
| 2/19/13 | M. Alexsy | Work on fee application | 1.00 |
| 2/19/13 | M. Alexsy | Review loan files. | 2.80 |
| 2/20/13 | G. Apfel | Review loan files. | 4.60 |
| 2/20/13 | G. Apfel | Meeting with FRB, FDIC, PwC and Hudco. | 0.30 |
| 2/20/13 | G. Apfel | Meeting with GMAC and PwC re loan review process. | 1.60 |
| 2/20/13 | G. Apfel | Review loan files. | 3.40 |
| 2/20/13 | D.J. Detweiler | Review loan files | 1.60 |
| 2/20/13 | D.J. Detweiler | Hand-off to training. | 0.80 |
| 2/20/13 | J.M. Friedman | Review loan files. | 6.00 |
| 2/20/13 | D. Kovsky-Apap | Review loan files. | 1.50 |
| 2/20/13 | D. Kovsky-Apap | Legal review process. | 0.50 |
| 2/20/13 | K. Kress | Review loan files. | 3.60 |
| 2/20/13 | D. Murray | Review loan files. | 2.25 |
| 2/20/13 | K.B. Braun | Review loan files. | 0.10 |
| 2/20/13 | L.A. Poltrock | Review loan files. | 1.30 |
| 2/20/13 | L.J. Casey | Review loan files. | 4.20 |
| 2/20/13 | E.L. Coccia | Review loan files. | 8.00 |
| 2/20/13 | C.B. Holtzman | Review loan files. | 5.70 |
| 2/20/13 | A. Mavraganis | Review loan files. | 4.60 |
| 2/20/13 | R.R. Tooley | Review loan files. | 4.00 |

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| 2/20/13 | L.S. Welwarth | Review loan files. | 4.50 |
| 2/20/13 | M. Alexsy | Review loan files. | 3.30 |
| 2/21/13 | G. Apfel | Legal review process. | 1.70 |
| 2/21/13 | G. Apfel | Review loan files. | 5.60 |
| 2/21/13 | D.J. Detweiler | Team meeting - Hand-off 1 and Hand-off 2 review. | 2.00 |
| 2/21/13 | D.J. Detweiler | Review loan files. | 1.20 |
| 2/21/13 | J.M. Friedman | Review loan files. | 5.00 |
| 2/21/13 | D. Kovsky-Apap | Review loan files. | 5.70 |
| 2/21/13 | D. Kovsky-Apap | Legal review process. | 0.40 |
| 2/21/13 | K. Kress | Review loan files. | 2.60 |
| 2/21/13 | D. Murphy | Legal review process. | 2.10 |
| 2/21/13 | D. Murphy | Review loan files. | 2.00 |
| 2/21/13 | D. Murray | Legal review process. | 2.20 |
| 2/21/13 | W.R. Wagner | Review loan files. | 2.00 |
| 2/21/13 | K.B. Braun | Review loan files. | 2.00 |
| 2/21/13 | L.A. Poltrock | Review loan files. | 5.90 |
| 2/21/13 | B.F. Scotti | Review loan files. | 2.00 |
| 2/21/13 | B.F. Scotti | Review loan files. | 2.50 |
| 2/21/13 | J. VandeWyngearde | Review loan files. | 0.20 |
| 2/21/13 | L.J. Casey | Review loan files. | 3.10 |
| 2/21/13 | E.L. Coccia | Review loan files. | 4.70 |
| 2/21/13 | Andrea M. de Vries | Review loan files. | 3.50 |
| 2/21/13 | C.A. DiValentino | Review loan files. | 2.10 |
| 2/21/13 | A.L. Harris | Review loan files. | 2.80 |
| 2/21/13 | C.B. Holtzman | Review loan files. | 4.10 |
| 2/21/13 | A. Mavraganis | Review loan files. | 5.90 |
| 2/21/13 | R.R. Tooley | Review loan files. | 2.20 |
| 2/21/13 | L.S. Welwarth | Review loan files. | 3.80 |
| 2/21/13 | M. Alexsy | Review loan files. | 1.20 |
| 2/22/13 | G. Apfel | Legal review process. | 0.80 |
| 2/22/13 | G. Apfel | Review loan files. | 6.30 |
| 2/22/13 | D.J. Detweiler | Hand-off to training with A. Mavraganis. | 1.30 |
| 2/22/13 | D.J. Detweiler | Hand-off to loan review. | 2.00 |
| 2/22/13 | J.M. Friedman | Review loan files. | 8.00 |
| 2/22/13 | K. Kress | Review loan files. | 3.60 |
| 2/22/13 | D. Murphy | Review loan files. | 0.80 |
| 2/22/13 | K.B. Braun | Review loan files. | 3.40 |
| 2/22/13 | L.J. Casey | Review loan files. | 5.80 |
| 2/22/13 | A.L. Harris | Review loan files. | 1.20 |

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| 2/22/13 | A. Mavraganis | Review loan files. | 2.00 |
| 2/22/13 | L.S. Welwarth | Review loan files. | 6.00 |
| 2/22/13 | M. Alexsy | Review loan files. | 2.40 |
| 2/22/13 | M. Alexsy | Work on fee application. | 2.20 |
| 2/23/13 | J.M. Friedman | Review loan files. | 2.50 |
| 2/23/13 | K.B. Braun | Review loan files. | 1.20 |
| 2/24/13 | D. Kovsky-Apap | Review loan files. | 3.70 |
| 2/24/13 | L.S. Welwarth | Review loan files. | 1.20 |
| 2/24/13 | M. Alexsy | Review loan files. | 0.50 |
| 2/25/13 | G. Apfel | Review loan files. | 1.10 |
| 2/25/13 | G. Apfel | Review loan files. | 6.40 |
| 2/25/13 | G. Apfel | Conference call with GMAC and PwC. | 0.30 |
| 2/25/13 | D.J. Detweiler | Review loan files. | 0.90 |
| 2/25/13 | J.M. Friedman | Review loan files. | 5.25 |
| 2/25/13 | D. Kovsky-Apap | Review loan files. | 5.50 |
| 2/25/13 | K. Kress | Review loan files. | 1.80 |
| 2/25/13 | D. Murphy | Review loan files. | 1.40 |
| 2/25/13 | D. Murray | Review loan files. | 4.25 |
| 2/25/13 | W.R. Wagner | Review loan files. | 1.00 |
| 2/25/13 | E.L. Coccia | Review loan files. | 6.80 |
| 2/25/13 | C.A. DiValentino | Review loan files. | 4.20 |
| 2/25/13 | A.L. Harris | Review loan files. | 0.60 |
| 2/25/13 | L.S. Welwarth | Review loan files. | 5.20 |
| 2/25/13 | M. Alexsy | Review loan files. | 0.60 |
| 2/25/13 | M. Alexsy | Work on fee applications. | 2.20 |
| 2/26/13 | G. Apfel | Legal review process. | 1.80 |
| 2/26/13 | G. Apfel | Review loan files. | 5.30 |
| 2/26/13 | D.J. Detweiler | Review loan files. | 0.60 |
| 2/26/13 | J.M. Friedman | Review loan files. | 3.00 |
| 2/26/13 | J.M. Friedman | Review critique by D. Apap. | 0.50 |
| 2/26/13 | D. Kovsky-Apap | Review loan files. | 5.80 |
| 2/26/13 | K. Kress | Review loan files. | 0.50 |
| 2/26/13 | D. Murphy | Review loan files. | 4.30 |
| 2/26/13 | D. Murphy | Legal review process - Remediation and collection activity instructions. | 0.40 |
| 2/26/13 | D. Murray | Review loan files. | 1.50 |
| 2/26/13 | K.B. Braun | Review loan files. | 1.90 |
| 2/26/13 | C. Kimmel | Legal review process. | 1.30 |
| 2/26/13 | B.F. Scotti | Review loan files. | 2.00 |

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| 2/26/13 | L.J. Casey | Work with PwC on loan review. | 7.20 |
| 2/26/13 | E.L. Coccia | Review loan files. | 7.40 |
| 2/26/13 | C.A. DiValentino | Review loan files. | 1.70 |
| 2/26/13 | A.L. Harris | Review loan files. | 1.40 |
| 2/26/13 | L.S. Welwarth | Review loan files. | 3.30 |
| 2/27/13 | G. Apfel | Legal review process. | 1.60 |
| 2/27/13 | G. Apfel | Review loan files. | 2.70 |
| 2/27/13 | G. Apfel | Work on fee application. | 1.30 |
| 2/27/13 | D.J. Detweiler | | 1.30 |
| 2/27/13 | J.M. Friedman | Review loan files. | 4.50 |
| 2/27/13 | D. Kovsky-Apap | Participate in weekly update call with PwC and FRB. | 0.70 |
| 2/27/13 | D. Kovsky-Apap | Legal review process. | 0.50 |
| 2/27/13 | D. Kovsky-Apap | Review loan files. | 5.90 |
| 2/27/13 | K. Kress | Review loan files. | 1.80 |
| 2/27/13 | D. Murphy | Review loan files. | 2.40 |
| 2/27/13 | D. Murray | Review loan files. | 1.75 |
| 2/27/13 | K.B. Braun | Review loan files. | 1.80 |
| 2/27/13 | L.J. Casey | Review loan files. | 7.60 |
| 2/27/13 | E.L. Coccia | Review loan files. | 1.50 |
| 2/27/13 | A.L. Harris | Review loan files. | 2.60 |
| 2/27/13 | A. Mavraganis | Review loan files. | 2.20 |
| 2/27/13 | L.S. Welwarth | Review loan files. | 3.60 |
| 2/27/13 | M. Alexsy | Review loan files. | 0.90 |
| 2/28/13 | G. Apfel | Review loan files. | 1.60 |
| 2/28/13 | G. Apfel | Legal review process. | 1.10 |
| 2/28/13 | G. Apfel | Review loan files. | 3.80 |
| 2/28/13 | G. Apfel | Work on fee applications. | 2.60 |
| 2/28/13 | D.J. Detweiler | Review loan files. | 3.50 |
| 2/28/13 | J.M. Friedman | Review loan files. | 5.50 |
| 2/28/13 | D. Kovsky-Apap | Review loan files. | 4.80 |
| 2/28/13 | D. Kovsky-Apap | Review loan files. | 0.60 |
| 2/28/13 | D. Murphy | Review loan files. | 0.20 |
| 2/28/13 | D. Murray | Review loan files. | 0.50 |
| 2/28/13 | W.R. Wagner | Review loan files. | 2.00 |
| 2/28/13 | L.J. Casey | Review loan files. | 7.20 |
| 2/28/13 | E.L. Coccia | Review loan files. | 0.10 |
| 2/28/13 | C.A. DiValentino | Review loan files. | 2.40 |
| 2/28/13 | A.L. Harris | Review loan files. | 0.20 |

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| <u>Date</u> | <u>Name</u> | <u>Services</u> | <u>Time</u> |
|-------------|---------------|--------------------------|-------------|
| 2/28/13 | A. Mavraganis | Review loan files. | 2.20 |
| 2/28/13 | R.R. Tooley | Review loan files. | 3.50 |
| 2/28/13 | L.S. Welwarth | Review loan files. | 0.20 |
| 2/28/13 | M. Alexsy | Work on fee application. | 3.50 |
| 2/28/13 | M. Alexsy | Review loan files. | 0.50 |

TOTAL CHARGEABLE HOURS 930.55

TOTAL FEES \$460,119.75

Meals

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|--|--------------|-------------|--------------|
| 02/04/13 | CON1 | Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 11/26-28/12 | 1 | 60.66 | 60.66 |
| 02/05/13 | CON1 | G. APFEL 1/7-9/13 - MEALS FOUR SEASONS HOTEL, PHILA. | 1 | 81.96 | 81.96 |
| 02/11/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 2/5-7/13 - LUNCH, CORNER BISTRO, PHILA. 2/6/13 | 1 | 24.73 | 24.73 |
| 02/11/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 2/5-7/13 - DINNER, CITRON & ROSE, PHILA. 2/6/13 | 1 | 105.63 | 105.63 |
| 02/11/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES - DINNER (Hamifgash Restaurant, Phila) 2/5/13 | 1 | 47.00 | 47.00 |
| 02/20/13 | CON1 | Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 1/22/13-23/13 LODGING | 1 | 47.55 | 47.55 |
| 02/26/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 2/19-21/13 - DINNER (PUBLIC HOUSE, PHILA) 2/19/13 | 1 | 74.32 | 74.32 |
| 02/26/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 2/19-21/13 - LUNCH (FT. WASHINGTON, PA) 2/20/13 | 1 | 18.58 | 18.58 |

GMAC Mortgage, LLC
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| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|----------------------------|-------------|---|--------------|-------------|-----------------|
| 02/26/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 2/19-21/13 - DINNER WITH ADAM KELLY OF PWC (ZAMA, PHILA)2/20/13 | 1 | 96.93 | 96.93 |
| SubTotal For: Meals | | | | | \$557.36 |

Court Liaison Card Fees

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|--|-------------|--------------------|--------------|-------------|-------------------|
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 268.80 | 268.80 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 319.50 | 319.50 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 30.60 | 30.60 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 430.40 | 430.40 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 10.40 | 10.40 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 16.80 | 16.80 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 388.00 | 388.00 |
| 02/13/13 | FEE10 | PACER SERVICES | 1 | 3.60 | 3.60 |
| 02/28/13 | FEE10 | PACER SERVICES | 1 | 272.60 | 272.60 |
| SubTotal For: Court Liaison Card Fees | | | | | \$1,740.70 |

Messenger Service

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|--|--------------|-------------|--------------|
| 02/05/13 | MES4 | FedEx: Kenneth Ziman and Jo NEW YORK CITY | 1 | 19.65 | 19.65 |
| 02/05/13 | MES4 | FedEx: Tracy Davis, L Riff NEW YORK | 1 | 19.65 | 19.65 |
| 02/05/13 | MES4 | FedEx: Tammy Hamzehpour FORT WASHINGTON | 1 | 19.65 | 19.65 |
| 02/05/13 | MES4 | FedEx: Richard Cieri and Ra NEW YORK | 1 | 19.65 | 19.65 |

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| | | | | | |
|--|------|---|---|-------|-----------------|
| 02/05/13 | MES4 | FedEx: Kenneth Eckstein NEW YORK CITY | 1 | 19.65 | 19.65 |
| 02/05/13 | MES4 | FedEx: Larren M Nashelsky NEW YORK CITY | 1 | 19.65 | 19.65 |
| SubTotal For: Messenger Service | | | | | \$117.90 |

Travel Expense

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|--|--------------|-------------|--------------|
| 02/04/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 11/26-28/12 LODGING | 1 | 865.60 | 865.60 |
| 02/04/13 | TRV1 | Travel Expense - D.KOVSKY-APAP - FOUR SEASONS HOTEL PHILA. 11/26-28/12 LODGING | 1 | 846.72 | 846.72 |
| 02/05/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 1/7-9/13 LODGING | 1 | 917.72 | 917.72 |
| 02/05/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. D. KOVSKY APAP 1/7-9/13 LODGING | 1 | 846.72 | 846.72 |
| 02/11/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 2/5-7/13 - CAB FROM HOME TO LAX 2/5/13 | 1 | 56.00 | 56.00 |
| 02/11/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 2/5-7/13 - CAB FROM LAX TO HOME 2/7/13 | 1 | 58.00 | 58.00 |
| 02/11/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 2/5-7/13 - CAB FROM PHILADELPHIA AIRPORT TO HOTEL 2/5/13 | 1 | 35.34 | 35.34 |
| 02/12/13 | TRV1 | Travel Expense - DEBORAH KOVSKY-APAP - TOLLS FOR TRAVEL ON 11/24/12 | 1 | 11.06 | 11.06 |
| 02/13/13 | TRV1 | APFEL 012213 TO 012413 - AIRFARE LOS ANGELES TO PHILA ROUNDTrip | 1 | 630.60 | 630.60 |
| 02/13/13 | TRV1 | APFEL 020513 - AIRFARE LOS ANGELES TO PHILA ROUNDTrip | 1 | 1,161.58 | 1,161.58 |

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| | | | | | |
|----------|------|--|---|----------|-------------------|
| 02/20/13 | TRV1 | Travel Expense - BOSTON COACH G. APFEL 1/10/13 CAR SERVICE | 1 | 103.92 | 103.92 |
| 02/20/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 1/22/13-23/13 LODGING | 1 | 583.00 | 583.00 |
| 02/26/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 2/19-21/13 - CAB FROM PHILADELPHIA AIRPORT TO HOTEL 2/19/13 | 1 | 35.34 | 35.34 |
| 02/26/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 2/19-21/13 - CAB HOME TO LAX | 1 | 56.00 | 56.00 |
| 02/26/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 2/19-21/13 - CAB LAX TO HOME 2/21/13 | 1 | 58.00 | 58.00 |
| 02/28/13 | TRV1 | APFEL 021913-022113 - AIRFARE | 1 | 1,230.10 | 1,230.10 |
| | | SubTotal For: Travel Expense | | | \$7,495.70 |

TOTAL EXPENSES..... \$9,911.66

TOTAL AMOUNT DUE..... \$470,031.41

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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

| | | Hours | Rate | Fee |
|---------------------|---------------|--------|--------|--------------|
| G. Apfel | Partner | 146.50 | 850.00 | 124,525.00 |
| D.J. Detweiler | Partner | 20.40 | 635.00 | 12,954.00 |
| J.M. Friedman | Partner | 65.75 | 610.00 | 40,107.50 |
| D. Kovsky-Apap | Partner | 105.40 | 500.00 | 52,700.00 |
| K. Kress | Partner | 30.40 | 495.00 | 15,048.00 |
| D. Murphy | Partner | 17.20 | 550.00 | 9,460.00 |
| D. Murray | Partner | 20.45 | 545.00 | 11,145.25 |
| W.R. Wagner | Partner | 16.50 | 800.00 | 13,200.00 |
| P.T. Wakiyama | Partner | 0.50 | 575.00 | 287.50 |
| A. Wisotsky | Partner | 3.20 | 610.00 | 1,952.00 |
| K.B. Braun | Of Counsel | 22.70 | 470.00 | 10,669.00 |
| C. Kimmel | Of Counsel | 1.30 | 450.00 | 585.00 |
| L.A. Poltrock | Of Counsel | 24.50 | 380.00 | 9,310.00 |
| B.F. Scotti | Of Counsel | 17.90 | 470.00 | 8,413.00 |
| R.L. Vanderpool, IV | Of Counsel | 3.75 | 550.00 | 2,062.50 |
| J. VandeWyngearde | Of Counsel | 16.80 | 400.00 | 6,720.00 |
| L.J. Casey | Contract Atty | 107.50 | 470.00 | 50,525.00 |
| E.L. Coccia | Associate | 48.30 | 265.00 | 12,799.50 |
| Andrea M. de Vries | Associate | 19.90 | 405.00 | 8,059.50 |
| C.A. DiValentino | Associate | 16.40 | 325.00 | 5,330.00 |
| A.L. Harris | Associate | 18.80 | 290.00 | 5,452.00 |
| C.B. Holtzman | Associate | 53.80 | 365.00 | 19,637.00 |
| A. Mavraganis | Associate | 37.40 | 290.00 | 10,846.00 |
| N.R. Smarr | Associate | 3.60 | 365.00 | 1,314.00 |
| R.R. Tooley | Associate | 23.70 | 240.00 | 5,688.00 |
| L.S. Welwarth | Associate | 62.10 | 250.00 | 15,525.00 |
| M. Alexsy | Paralegal | 25.80 | 225.00 | 5,805.00 |
| Total | | 930.55 | | \$460,119.75 |

Pepper Hamilton LLP
Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

REMITTANCE PAGE

Tammy Hamzehpour, General Counsel
GMAC Mortgage, LLC
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

RE: Foreclosure Look Back Review

FOR PROFESSIONAL SERVICES RENDERED through March 31, 2013

| | |
|-----------------------------|--------------|
| Total Fees | \$552,649.25 |
| Total Expenses and Services | \$5,137.99 |
| Total Amount Due | \$557,787.24 |

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER

Pepper Hamilton LLP

Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

Invoice Number: 10803878
Client/Matter Number: 139697.00002
April 24, 2013

Tammy Hamzehpour, General Counsel
GMAC Mortgage, LLC
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through March 31, 2013 as follows

RE: Foreclosure Look Back Review

| Date | Name | Services | Time |
|--------|-------------------|---|------|
| 3/1/13 | G. Apfel | Work on loan review process. | 0.90 |
| 3/1/13 | G. Apfel | Conference call with PwC and Hudco. | 0.80 |
| 3/1/13 | G. Apfel | Work on legal review process. | 4.60 |
| 3/1/13 | G. Apfel | Review loan files. | 1.10 |
| 3/1/13 | J.M. Friedman | Review loan files. | 5.25 |
| 3/1/13 | D. Kovsky-Apap | Participate in status update call with PwC and Hudson Cook. | 0.80 |
| 3/1/13 | D. Kovsky-Apap | Review loan files. | 2.30 |
| 3/1/13 | D. Kovsky-Apap | Work on legal review process. | 2.70 |
| 3/1/13 | K. Kress | Review loan files. | 3.10 |
| 3/1/13 | D. Murphy | Review loan files. | 3.20 |
| 3/1/13 | C. Kimmel | Review loan files. | 3.00 |
| 3/1/13 | J. VandeWyngearde | Review loan files. | 3.60 |
| 3/1/13 | E.L. Coccia | Review loan files. | 8.20 |
| 3/1/13 | A.L. Harris | Review loan files. | 2.10 |
| 3/1/13 | A. Mavraganis | Review loan files. | 0.50 |
| 3/1/13 | L.S. Welwarth | Review loan files. | 1.40 |
| 3/1/13 | M. Alexsy | Work on interim fee applications. | 4.60 |
| 3/1/13 | M. Alexsy | Work on loan assignments. | 1.00 |

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Ally Financial, Inc.

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| Date | Name | Services | Time |
|--------|---------------------|---|------|
| 3/3/13 | D. Kovsky-Apap | Review loan files. | 4.00 |
| 3/4/13 | G. Apfel | Work on loan review process. | 1.70 |
| 3/4/13 | G. Apfel | Work on legal review process. | 1.40 |
| 3/4/13 | G. Apfel | Conference call with GMAC, PwC and Hudco. | 0.80 |
| 3/4/13 | G. Apfel | Review loan files. | 1.60 |
| 3/4/13 | G. Apfel | Work on fee applications. | 1.60 |
| 3/4/13 | D.J. Detweiler | Review loan files. | 4.00 |
| 3/4/13 | D. Kovsky-Apap | Participate in status conference call with GMAC, PwC and Hudson Cook. | 0.80 |
| 3/4/13 | K. Kress | Review loan files. | 2.40 |
| 3/4/13 | D. Murphy | Review loan files. | 4.40 |
| 3/4/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/4/13 | C.B. Holtzman | Review loan files. | 1.30 |
| 3/4/13 | L.S. Welwarth | Review loan files. | 1.60 |
| 3/4/13 | M. Alexsy | Work on loan assignments. | 1.50 |
| 3/4/13 | M. Alexsy | Work on interim fee applications. | 1.90 |
| 3/5/13 | G. Apfel | Review loan files. | 4.80 |
| 3/5/13 | G. Apfel | Work on loan review process. | 2.60 |
| 3/5/13 | D. Kovsky-Apap | Work on legal review process. | 4.10 |
| 3/5/13 | K. Kress | Review loan files. | 1.90 |
| 3/5/13 | D. Murphy | Review loan files. | 0.10 |
| 3/5/13 | W.R. Wagner | Review loan files. | 2.00 |
| 3/5/13 | R.L. Vanderpool, IV | Review loan files. | 1.00 |
| 3/5/13 | L.J. Casey | Review loan files. | 6.90 |
| 3/5/13 | E.L. Coccia | Review loan files. | 8.10 |
| 3/5/13 | A.L. Harris | Review loan files. | 0.30 |
| 3/5/13 | A. Mavraganis | Review loan files. | 3.60 |
| 3/5/13 | L.S. Welwarth | Review loan files. | 2.20 |
| 3/5/13 | M. Alexsy | Work on interim fee application. | 0.50 |
| 3/5/13 | M. Alexsy | Work on loan assignments. | 1.70 |
| 3/6/13 | G. Apfel | Work on loan review process with PwC in Fort Washington. | 7.10 |
| 3/6/13 | G. Apfel | Meeting with GMAC and PwC in Fort Washington. | 1.00 |
| 3/6/13 | D. Kovsky-Apap | Meetings with PwC to work on loan review process. | 7.30 |
| 3/6/13 | D. Kovsky-Apap | Participate in meeting with GMAC re stay observations. | 1.00 |
| 3/6/13 | K. Kress | Review loan files. | 1.00 |
| 3/6/13 | D. Murphy | Review loan files. | 2.70 |

GMAC Mortgage, LLC

Ally Financial, Inc.

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| Date | Name | Services | Time |
|--------|------------------------|-------------------------------------|------|
| 3/6/13 | D. Murray | Review loan files. | 1.25 |
| 3/6/13 | W.R. Wagner | Review loan files. | 2.20 |
| 3/6/13 | K.B. Braun | Review loan files. | 0.20 |
| 3/6/13 | C. Kimmel | Review loan files. | 2.00 |
| 3/6/13 | L.A. Poltrock | Review loan files. | 2.70 |
| 3/6/13 | R.L. Vanderpool, IV | Review loan files. | 1.25 |
| 3/6/13 | J. VandeWyngearde | Review loan files. | 0.30 |
| 3/6/13 | E.L. Coccia | Review loan files. | 3.70 |
| 3/6/13 | A.L. Harris | Review loan files. | 1.20 |
| 3/6/13 | C.B. Holtzman | Review loan files. | 4.20 |
| 3/6/13 | A. Mavraganis | Review loan files. | 2.40 |
| 3/6/13 | N.R. Smarr | Review loan files. | 5.00 |
| 3/6/13 | L.S. Welwarth | Review loan files. | 5.00 |
| 3/6/13 | M. Alexsy | Work on interim fee applications. | 0.50 |
| 3/6/13 | M. Alexsy | Work on loan assignments. | 0.50 |
| 3/7/13 | G. Apfel | Work on fee applications. | 0.60 |
| 3/7/13 | G. Apfel | Review loan files. | 5.50 |
| 3/7/13 | G. Apfel | Work on legal review process. | 1.80 |
| 3/7/13 | D. Kovsky-Apap | Review loan files. | 1.00 |
| 3/7/13 | K. Kress | Review Loan File. | 0.70 |
| 3/7/13 | D. Murphy | Review loan files. | 1.10 |
| 3/7/13 | D. Murray | Review loan files. | 1.50 |
| 3/7/13 | W.R. Wagner | Review loan files. | 1.70 |
| 3/7/13 | L.A. Poltrock | Review loan files. | 1.40 |
| 3/7/13 | R.L. Vanderpool, IV | Review loan files. | 1.75 |
| 3/7/13 | L.J. Casey | Review loan files. | 6.20 |
| 3/7/13 | C.A. DiValentino | Review loan files. | 6.00 |
| 3/7/13 | A.L. Harris | Review loan files. | 2.70 |
| 3/7/13 | C.B. Holtzman | Review loan files. | 0.80 |
| 3/7/13 | N.R. Smarr | Review loan files. | 7.50 |
| 3/7/13 | L.S. Welwarth | Review loan files. | 1.50 |
| 3/7/13 | M. Alexsy | Work on loan assignments. | 0.60 |
| 3/8/13 | G. Apfel | Conference call with PwC and Hudco. | 0.80 |
| 3/8/13 | G. Apfel | Work on legal review process. | 1.60 |
| 3/8/13 | G. Apfel | Review loan files. | 5.40 |
| 3/8/13 | D.J. Detweiler | Review loan files. | 0.80 |

GMAC Mortgage, LLC

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| Date | Name | Services | Time |
|---------|---------------------|---|------|
| 3/8/13 | D. Kovsky-Apap | Participate in weekly conference call with PwC and Hudson Cook. | 0.60 |
| 3/8/13 | D. Kovsky-Apap | Review loan files. | 1.30 |
| 3/8/13 | K. Kress | Review loan files. | 1.70 |
| 3/8/13 | D. Murphy | Review loan files. | 0.10 |
| 3/8/13 | D. Murray | Review loan files. | 4.50 |
| 3/8/13 | L.A. Poltrock | Review loan files. | 3.30 |
| 3/8/13 | B.F. Scotti | Review loan files. | 2.00 |
| 3/8/13 | R.L. Vanderpool, IV | Review loan files. | 0.75 |
| 3/8/13 | J. VandeWyngearde | Review loan files. | 3.50 |
| 3/8/13 | C.A. DiValentino | Review loan files. | 5.00 |
| 3/8/13 | A.L. Harris | Review loan files. | 0.80 |
| 3/8/13 | C.B. Holtzman | Review loan files. | 3.10 |
| 3/8/13 | A. Mavraganis | Review loan files. | 2.50 |
| 3/8/13 | N.R. Smarr | Review loan files. | 5.20 |
| 3/8/13 | L.S. Welwarth | Review loan files. | 0.40 |
| 3/8/13 | M. Alexsy | Work on loan assignments. | 1.50 |
| 3/8/13 | M. Alexsy | Work on interim fee application | 0.80 |
| 3/9/13 | R.R. Tooley | Review loan files. | 5.00 |
| 3/10/13 | G. Apfel | Review loan files. | 3.40 |
| 3/10/13 | J.M. Friedman | Review loan files. | 7.50 |
| 3/10/13 | D. Kovsky-Apap | Review loan files. | 3.10 |
| 3/10/13 | C. Kimmel | Review loan files. | 1.50 |
| 3/10/13 | L.J. Casey | Review loan files. | 6.00 |
| 3/10/13 | E.L. Coccia | Review loan files. | 9.00 |
| 3/10/13 | C.A. DiValentino | Review loan files. | 2.00 |
| 3/10/13 | A.L. Harris | Review loan files. | 1.20 |
| 3/10/13 | R.R. Tooley | Review loan files. | 5.00 |
| 3/11/13 | G. Apfel | Review loan files. | 6.40 |
| 3/11/13 | G. Apfel | Work on loan review process. | 1.80 |
| 3/11/13 | G. Apfel | Conference call with GMAC, PwC and Hudco. | 0.80 |
| 3/11/13 | G. Apfel | Work on fee application. | 0.40 |
| 3/11/13 | D.J. Detweiler | Review loan files. | 3.70 |
| 3/11/13 | J.M. Friedman | Review loan files. | 7.50 |
| 3/11/13 | D. Kovsky-Apap | Work on legal review process. | 1.50 |
| 3/11/13 | D. Kovsky-Apap | Review loan files. | 4.10 |
| 3/11/13 | D. Kovsky-Apap | Work on interim fee application. | 0.70 |
| 3/11/13 | K. Kress | Review loan files. | 4.00 |

GMAC Mortgage, LLC

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| Date | Name | Services | Time |
|---------|------------------------|-----------------------------------|------|
| 3/11/13 | D. Murphy | Review loan files. | 3.60 |
| 3/11/13 | D. Murray | Review loan files. | 2.75 |
| 3/11/13 | W.R. Wagner | Review loan files. | 2.00 |
| 3/11/13 | C. Kimmel | Review loan files. | 1.00 |
| 3/11/13 | L.A. Poltrock | Review loan files. | 3.10 |
| 3/11/13 | B.F. Scotti | Review loan files. | 5.80 |
| 3/11/13 | R.L. Vanderpool, IV | Review loan files. | 1.25 |
| 3/11/13 | J. VandeWyngearde | Review loan files. | 3.00 |
| 3/11/13 | L.J. Casey | Review loan files. | 6.00 |
| 3/11/13 | L.J. Casey | Work on legal review process. | 1.00 |
| 3/11/13 | E.L. Coccia | Review loan files. | 3.80 |
| 3/11/13 | C.A. DiValentino | Review loan files. | 8.00 |
| 3/11/13 | A.L. Harris | Review loan files. | 1.90 |
| 3/11/13 | A. Mavraganis | Review loan files. | 3.50 |
| 3/11/13 | N.R. Smarr | Review loan files. | 5.90 |
| 3/11/13 | R.R. Tooley | Review loan files. | 9.50 |
| 3/11/13 | L.S. Welwarth | Review loan files. | 3.00 |
| 3/11/13 | M. Alexsy | Work on interim fee applications. | 2.50 |
| 3/11/13 | M. Alexsy | Work on loan assignments. | 1.30 |
| 3/12/13 | G. Apfel | Work on fee applications. | 2.10 |
| 3/12/13 | G. Apfel | Work on legal review process. | 2.40 |
| 3/12/13 | G. Apfel | Review loan files. | 3.10 |
| 3/12/13 | D.J. Detweiler | Review loan files. | 1.50 |
| 3/12/13 | D.J. Detweiler | Review loan files. | 1.00 |
| 3/12/13 | J.M. Friedman | Review loan files. | 4.20 |
| 3/12/13 | D. Kovsky-Apap | Review loan files. | 4.70 |
| 3/12/13 | K. Kress | Review loan files. | 3.10 |
| 3/12/13 | D. Murphy | Review loan files. | 4.00 |
| 3/12/13 | D. Murray | Review loan files. | 2.25 |
| 3/12/13 | D. Murray | Work on legal review process. | 1.50 |
| 3/12/13 | W.R. Wagner | Review loan files. | 2.00 |
| 3/12/13 | A. Wisotsky | Work on legal review process. | 1.50 |
| 3/12/13 | C. Kimmel | Review loan files. | 1.80 |
| 3/12/13 | B.F. Scotti | Review loan files. | 1.50 |
| 3/12/13 | R.L. Vanderpool, IV | Review loan files. | 1.50 |
| 3/12/13 | J. VandeWyngearde | Review loan files. | 1.50 |
| 3/12/13 | L.J. Casey | Review loan files. | 4.20 |

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

April 24, 2013

Invoice: 10803878

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| Date | Name | Services | Time |
|---------|-------------------|--|------|
| 3/12/13 | L.J. Casey | Review loan files. | 1.70 |
| 3/12/13 | E.L. Coccia | Review loan files. | 2.40 |
| 3/12/13 | C.A. DiValentino | Review loan files. | 2.50 |
| 3/12/13 | A.L. Harris | Review loan files. | 1.90 |
| 3/12/13 | C.B. Holtzman | Review loan files. | 2.00 |
| 3/12/13 | A. Mavraganis | Review loan files. | 2.50 |
| 3/12/13 | N.R. Smarr | Review loan files. | 0.70 |
| 3/12/13 | R.R. Tooley | Review loan files. | 1.50 |
| 3/12/13 | L.S. Welwarth | Review loan files. | 3.90 |
| 3/12/13 | M. Alexsy | Work on interim fee applications. | 2.20 |
| 3/12/13 | M. Alexsy | Work on loan assignments. | 2.50 |
| 3/13/13 | G. Apfel | Review loan files. | 5.50 |
| 3/13/13 | G. Apfel | Work on legal review process. | 0.80 |
| 3/13/13 | G. Apfel | Work on fee applications. | 1.40 |
| 3/13/13 | D.J. Detweiler | Review loan files. | 0.50 |
| 3/13/13 | D.J. Detweiler | Review loan files. | 1.80 |
| 3/13/13 | J.M. Friedman | Review loan files. | 0.75 |
| 3/13/13 | D. Kovsky-Apap | Work on interim fee application. | 1.80 |
| 3/13/13 | D. Kovsky-Apap | Participate in weekly status conference call with PwC and FRB. | 0.70 |
| 3/13/13 | D. Kovsky-Apap | Review loan files. | 5.90 |
| 3/13/13 | D. Murphy | Review loan files. | 0.20 |
| 3/13/13 | D. Murray | Review loan files. | 1.00 |
| 3/13/13 | W.R. Wagner | Review loan files. | 2.00 |
| 3/13/13 | B.F. Scotti | Review loan files. | 1.50 |
| 3/13/13 | J. VandeWyngearde | Review loan files. | 3.90 |
| 3/13/13 | L.J. Casey | Review loan files. | 2.50 |
| 3/13/13 | E.L. Coccia | Review loan files. | 2.60 |
| 3/13/13 | C.A. DiValentino | Review loan files. | 2.40 |
| 3/13/13 | A.L. Harris | Review loan files. | 1.60 |
| 3/13/13 | C.B. Holtzman | Review loan files. | 3.80 |
| 3/13/13 | A. Mavraganis | Review loan files. | 3.10 |
| 3/13/13 | L.S. Welwarth | Review loan files. | 3.00 |
| 3/13/13 | M. Alexsy | Work on interim fee applications. | 2.50 |
| 3/13/13 | M. Alexsy | Work on loan assignments. | 1.50 |
| 3/14/13 | G. Apfel | Work on legal review process. | 0.70 |
| 3/14/13 | G. Apfel | Review loan files. | 5.30 |
| 3/14/13 | G. Apfel | Work on fee applications. | 1.10 |
| 3/14/13 | D.J. Detweiler | Review loan files. | 1.50 |

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| 3/14/13 | J.M. Friedman | Review loan files. | 2.50 |
| 3/14/13 | D. Kovsky-Apap | Work on interim fee application. | 0.20 |
| 3/14/13 | D. Kovsky-Apap | Review loan files. | 3.90 |
| 3/14/13 | D. Murphy | Review loan files. | 1.00 |
| 3/14/13 | D. Murray | Review loan files. | 0.50 |
| 3/14/13 | W.R. Wagner | Review loan files. | 4.00 |
| 3/14/13 | C. Kimmel | Review loan files. | 2.00 |
| 3/14/13 | L.A. Poltrock | Review loan files. | 5.70 |
| 3/14/13 | B.F. Scotti | Review loan files. | 2.80 |
| 3/14/13 | R.L. Vanderpool, IV | Review loan files. | 0.25 |
| 3/14/13 | E.L. Coccia | Review loan files. | 1.50 |
| 3/14/13 | A.L. Harris | Review loan files. | 0.60 |
| 3/14/13 | C.B. Holtzman | Review loan files. | 3.10 |
| 3/14/13 | A. Mavraganis | Review loan files. | 2.00 |
| 3/14/13 | L.S. Welwarth | Work on legal review process. | 1.20 |
| 3/14/13 | M. Alexsy | Finalize, file and serve interim fee applications. | 2.80 |
| 3/14/13 | M. Alexsy | Work on loan assignments. | 1.40 |
| 3/15/13 | G. Apfel | Work on loan review process. | 0.70 |
| 3/15/13 | G. Apfel | Conference call with PwC and Hudco and telephone call with PwC re loan review process. | 1.10 |
| 3/15/13 | G. Apfel | Review loan files. | 5.40 |
| 3/15/13 | D.J. Detweiler | Review loan files. | 1.60 |
| 3/15/13 | J.M. Friedman | Review loan files. | 4.50 |
| 3/15/13 | D. Kovsky-Apap | Review loan files. | 4.70 |
| 3/15/13 | D. Kovsky-Apap | Work with PwC on loan review process. | 0.60 |
| 3/15/13 | D. Murphy | Review loan files. | 1.80 |
| 3/15/13 | D. Murray | Review loan files. | 2.25 |
| 3/15/13 | W.R. Wagner | Review loan files. | 6.00 |
| 3/15/13 | C. Kimmel | Review loan files. | 0.40 |
| 3/15/13 | E.L. Coccia | Review loan files. | 0.60 |
| 3/15/13 | C.B. Holtzman | Review loan files. | 2.40 |
| 3/15/13 | N.R. Smarr | Review loan files. | 3.20 |
| 3/15/13 | L.S. Welwarth | Review loan files. | 0.40 |
| 3/15/13 | M. Alexsy | Work on loan assignments. | 0.80 |
| 3/16/13 | W.R. Wagner | Review loan files. | 4.00 |
| 3/16/13 | M. Alexsy | Work on loan assignments. | 0.50 |
| 3/17/13 | W.R. Wagner | Review loan files. | 4.00 |
| 3/17/13 | L.J. Casey | Review loan files. | 1.50 |

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| Date | Name | Services | Time |
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| 3/17/13 | A.L. Harris | Review loan files. | 3.40 |
| 3/18/13 | G. Apfel | Work on loan review process. | 1.10 |
| 3/18/13 | G. Apfel | Review loan files. | 3.10 |
| 3/18/13 | G. Apfel | Work on fee application. | 0.40 |
| 3/18/13 | D. Kovsky-Apap | Participate in weekly status update call with GMAC and PwC. | 0.70 |
| 3/18/13 | D. Kovsky-Apap | Review loan files. | 7.70 |
| 3/18/13 | K. Kress | Review loan files. | 1.20 |
| 3/18/13 | D. Murphy | Review loan files. | 0.20 |
| 3/18/13 | W.R. Wagner | Review loan files. | 5.00 |
| 3/18/13 | K.B. Braun | Review loan files. | 0.20 |
| 3/18/13 | L.J. Casey | Review loan files. | 5.00 |
| 3/18/13 | E.L. Coccia | Review loan files. | 1.40 |
| 3/18/13 | A.L. Harris | Review loan files. | 0.60 |
| 3/18/13 | C.B. Holtzman | Review loan files. | 1.10 |
| 3/18/13 | A. Mavraganis | Review loan files. | 3.70 |
| 3/19/13 | G. Apfel | Work on loan files. | 6.20 |
| 3/19/13 | G. Apfel | Work on legal review process. | 2.10 |
| 3/19/13 | D. Kovsky-Apap | Review loan files. | 2.00 |
| 3/19/13 | D. Kovsky-Apap | Work on legal review process. | 1.10 |
| 3/19/13 | K. Kress | Review loan files. | 2.50 |
| 3/19/13 | D. Murphy | Review loan files. | 2.00 |
| 3/19/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/19/13 | K.B. Braun | Review loan files. | 1.00 |
| 3/19/13 | L.J. Casey | Review loan files. | 2.50 |
| 3/19/13 | A.L. Harris | Review loan files. | 0.40 |
| 3/19/13 | C.B. Holtzman | Review loan files. | 4.10 |
| 3/19/13 | N.R. Smarr | Review loan files. | 2.00 |
| 3/19/13 | L.S. Welwarth | Review loan files. | 0.40 |
| 3/20/13 | G. Apfel | Work on loan review process. | 2.80 |
| 3/20/13 | G. Apfel | Work on legal review process. | 1.40 |
| 3/20/13 | G. Apfel | Meeting with GMAC and PwC in Fort Washington. | 1.00 |
| 3/20/13 | G. Apfel | Review loan files. | 3.50 |
| 3/20/13 | D.J. Detweiler | Review loan files. | 0.30 |
| 3/20/13 | J.M. Friedman | Review loan files. | 0.50 |
| 3/20/13 | D. Kovsky-Apap | Prepare for and participate in conference call with GMACM re open factual questions. | 1.50 |
| 3/20/13 | D. Kovsky-Apap | Review loan files. | 1.60 |
| 3/20/13 | D. Kovsky-Apap | Work on legal review process. | 1.50 |

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| 3/20/13 | K. Kress | Review loan files. | 3.20 |
| 3/20/13 | D. Murphy | Review loan files. | 3.80 |
| 3/20/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/20/13 | J. VandeWyngearde | Review loan files. | 0.30 |
| 3/20/13 | L.J. Casey | Review loan files. | 1.00 |
| 3/20/13 | L.J. Casey | Review loan files. | 2.50 |
| 3/20/13 | L.J. Casey | Review loan files. | 4.10 |
| 3/20/13 | E.L. Coccia | Review loan files. | 2.70 |
| 3/20/13 | C.A. DiValentino | Review loan files. | 2.00 |
| 3/20/13 | A.L. Harris | Review loan files. | 5.80 |
| 3/20/13 | C.B. Holtzman | Review loan files. | 4.80 |
| 3/20/13 | A. Mavraganis | Review loan files. | 2.50 |
| 3/20/13 | L.S. Welwarth | Review loan files. | 3.10 |
| 3/20/13 | M. Alexsy | Work on loan assignments. | 0.90 |
| 3/21/13 | G. Apfel | Work on loan review process. | 1.60 |
| 3/21/13 | G. Apfel | Work on legal review process. | 1.10 |
| 3/21/13 | G. Apfel | Review loan files. | 5.60 |
| 3/21/13 | J.M. Friedman | Review loan files. | 2.50 |
| 3/21/13 | D. Kovsky-Apap | Review loan files. | 0.30 |
| 3/21/13 | D. Kovsky-Apap | Work on legal review process. | 0.40 |
| 3/21/13 | K. Kress | Review loan files. | 5.20 |
| 3/21/13 | D. Murphy | Review loan files. | 0.70 |
| 3/21/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/21/13 | B.F. Scotti | Review loan files. | 4.80 |
| 3/21/13 | J. VandeWyngearde | Review loan files. | 0.20 |
| 3/21/13 | L.J. Casey | Review loan files. | 6.70 |
| 3/21/13 | E.L. Coccia | Review loan files. | 6.70 |
| 3/21/13 | C.A. DiValentino | Review loan files. | 5.50 |
| 3/21/13 | A.L. Harris | Review loan files. | 3.80 |
| 3/21/13 | C.B. Holtzman | Review loan files. | 2.90 |
| 3/21/13 | N.R. Smarr | Review loan files. | 5.90 |
| 3/21/13 | M. Alexsy | Work on loan assignments. | 0.70 |
| 3/21/13 | M. Alexsy | Work on monthly fee statements. | 0.50 |
| 3/22/13 | G. Apfel | Conference call with FRB, FDIC, PwC and Hudco. | 0.60 |
| 3/22/13 | G. Apfel | Work on loan review process. | 1.10 |
| 3/22/13 | G. Apfel | Work on legal review process. | 1.30 |
| 3/22/13 | G. Apfel | Review loan files. | 5.10 |
| 3/22/13 | J.M. Friedman | Review loan files. | 1.00 |
| 3/22/13 | D. Kovsky-Apap | Work on legal review process. | 1.80 |

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| Date | Name | Services | Time |
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| 3/22/13 | D. Kovsky-Apap | Participate in weekly update call with PwC and FRB. | 0.60 |
| 3/22/13 | K. Kress | Review loan files. | 1.50 |
| 3/22/13 | D. Murphy | Review loan files. | 3.10 |
| 3/22/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/22/13 | C. Kimmel | Review loan files. | 4.00 |
| 3/22/13 | L.A. Poltrock | Review loan files. | 1.60 |
| 3/22/13 | L.J. Casey | Review loan files. | 0.80 |
| 3/22/13 | E.L. Coccia | Review loan files. | 1.50 |
| 3/22/13 | A.L. Harris | Review loan files. | 1.20 |
| 3/22/13 | C.B. Holtzman | Review loan files. | 2.00 |
| 3/22/13 | M. Alexsy | Draft and file Certificate of Service re Pepper Hamilton first interim fee application. | 0.50 |
| 3/22/13 | M. Alexsy | Draft and file Certificate of Service re Hudson Cook first interim fee application. | 0.50 |
| 3/22/13 | M. Alexsy | Work on loan assignments. | 0.80 |
| 3/23/13 | L.J. Casey | Review loan files. | 1.40 |
| 3/24/13 | D. Kovsky-Apap | Review loan files. | 2.30 |
| 3/24/13 | W.R. Wagner | Review loan files. | 2.00 |
| 3/24/13 | C. Kimmel | Review loan files. | 1.00 |
| 3/24/13 | B.F. Scotti | Review loan files. | 4.40 |
| 3/24/13 | L.J. Casey | Review loan files. | 2.50 |
| 3/24/13 | L.S. Welwarth | Review loan files. | 2.10 |
| 3/24/13 | M. Alexsy | Work on loan assignments. | 0.50 |
| 3/25/13 | G. Apfel | Work on fee application. | 0.80 |
| 3/25/13 | G. Apfel | Work on loan review process. | 0.80 |
| 3/25/13 | G. Apfel | Work on legal review process. | 1.90 |
| 3/25/13 | G. Apfel | Review loan files. | 4.30 |
| 3/25/13 | D.J. Detweiler | Review loan files. | 0.60 |
| 3/25/13 | J.M. Friedman | Review loan files. | 1.75 |
| 3/25/13 | D. Kovsky-Apap | Work on legal review process. | 1.10 |
| 3/25/13 | D. Kovsky-Apap | Review loan files. | 0.70 |
| 3/25/13 | K. Kress | Review loan files. | 2.00 |
| 3/25/13 | D. Murphy | Review loan files. | 0.20 |
| 3/25/13 | D. Murphy | Review loan files. | 0.80 |
| 3/25/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/25/13 | K.B. Braun | Review loan files. | 1.00 |
| 3/25/13 | L.A. Poltrock | Review loan files. | 0.80 |
| 3/25/13 | B.F. Scotti | Review loan files | 1.70 |

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| Date | Name | Services | Time |
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| 3/25/13 | J. VandeWyngearde | Review loan files. | 0.20 |
| 3/25/13 | L.J. Casey | Review loan files. | 0.70 |
| 3/25/13 | C.A. DiValentino | Review loan files. | 3.00 |
| 3/25/13 | A.L. Harris | Review loan files. | 1.90 |
| 3/25/13 | C.B. Holtzman | Review loan files. | 1.90 |
| 3/25/13 | A. Mavraganis | Review loan files. | 3.50 |
| 3/25/13 | N.R. Smarr | Review loan files. | 5.00 |
| 3/25/13 | M. Alexsy | Attention to necessary follow-up re fee applications and Judge's copies. | 1.00 |
| 3/25/13 | M. Alexsy | Work on loan assignments. | 1.20 |
| 3/25/13 | S. Ruck | Prepare and organize documents for delivery to bankruptcy court. | 0.40 |
| 3/26/13 | G. Apfel | Review loan files. | 7.30 |
| 3/26/13 | J.M. Friedman | Review loan files. | 1.50 |
| 3/26/13 | K. Kress | Review loan files. | 3.10 |
| 3/26/13 | D. Murphy | Review loan files. | 4.40 |
| 3/26/13 | D. Murphy | Review loan files. | 0.30 |
| 3/26/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/26/13 | B.F. Scotti | Review loan files. | 1.80 |
| 3/26/13 | L.J. Casey | Review loan files. | 0.60 |
| 3/26/13 | L.J. Casey | Review loan files. | 2.30 |
| 3/26/13 | L.J. Casey | Review loan files. | 4.20 |
| 3/26/13 | E.L. Coccia | Review loan files. | 6.90 |
| 3/26/13 | C.A. DiValentino | Review loan files. | 2.50 |
| 3/26/13 | N.R. Smarr | Review loan files. | 1.20 |
| 3/26/13 | R.R. Tooley | Review loan files. | 2.50 |
| 3/26/13 | M. Alexsy | Work on loan assignments. | 1.20 |
| 3/26/13 | M. Alexsy | Attention to necessary follow-up re fee applications and Judge's copies. | 0.40 |
| 3/27/13 | G. Apfel | Review loan files. | 3.50 |
| 3/27/13 | J.M. Friedman | Review loan files. | 1.25 |
| 3/27/13 | K. Kress | Review loan files. | 2.80 |
| 3/27/13 | D. Murphy | Review loan files. | 2.40 |
| 3/27/13 | W.R. Wagner | Review loan files. | 3.00 |
| 3/27/13 | A. Wisotsky | Review loan files. | 0.20 |
| 3/27/13 | C. Kimmel | Review loan files. | 1.50 |
| 3/27/13 | L.A. Poltrock | Review loan files. | 0.80 |
| 3/27/13 | L.J. Casey | Review loan files. | 2.70 |
| 3/27/13 | C.B. Holtzman | Review loan files. | 3.30 |

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| Date | Name | Services | Time |
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| 3/27/13 | R.R. Tooley | Review loan files. | 2.00 |
| 3/27/13 | L.S. Welwarth | Work on legal review process. | 0.50 |
| 3/27/13 | L.S. Welwarth | Review loan files. | 1.20 |
| 3/28/13 | G. Apfel | Work on response to U.S. Trustee objection to fee application. | 1.50 |
| 3/28/13 | G. Apfel | Telephone calls with U.S. Trustee and FRB re fee application objection. | 0.50 |
| 3/28/13 | G. Apfel | Team call to review changes to sharepoint and observations reporting process. | 3.00 |
| 3/28/13 | G. Apfel | Work on loan review process. | 1.30 |
| 3/28/13 | G. Apfel | Work on legal review process. | 1.10 |
| 3/28/13 | J.M. Friedman | Team call to review changes to sharepoint and observations reporting process. | 3.00 |
| 3/28/13 | D. Kovsky-Apap | Work on legal review process. | 0.50 |
| 3/28/13 | D. Kovsky-Apap | Team call to review changes to SharePoint and observations reporting process. | 3.00 |
| 3/28/13 | D. Kovsky-Apap | Review loan files. | 3.70 |
| 3/28/13 | D. Kovsky-Apap | Work on response to U.S.T. fee objection. | 0.90 |
| 3/28/13 | K. Kress | Review loan files. | 1.70 |
| 3/28/13 | K. Kress | Team call to review changes to Sharepoint and observations reporting process. | 2.70 |
| 3/28/13 | D. Murphy | Review loan files. | 0.20 |
| 3/28/13 | D. Murphy | Team call to review changes to Sharepoint and observation reporting process. | 3.00 |
| 3/28/13 | D. Murray | Team call to review changes to Sharepoint and observations reporting process. | 2.00 |
| 3/28/13 | W.R. Wagner | Team call to review changes to SharePoint and observations reporting process. | 1.50 |
| 3/28/13 | W.R. Wagner | Review loan files. | 4.00 |
| 3/28/13 | A. Wisotsky | Team call to review changes to Sharepoint and observations reporting process. | 1.50 |
| 3/28/13 | K.B. Braun | Team call to review changes to SharePoint and observations reporting process. | 2.80 |
| 3/28/13 | C. Kimmel | Team call to review changes to share point and observations reporting process. | 2.30 |
| 3/28/13 | L.A. Poltrock | Review loan files. | 0.70 |
| 3/28/13 | L.A. Poltrock | Team call to review changes to SharePoint and observations reporting process. | 2.90 |
| 3/28/13 | B.F. Scotti | Team call to review changes to SharePoint and observations reporting process. | 3.00 |

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| Date | Name | Services | Time |
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| 3/28/13 | J. VandeWyngearde | Team call to review changes to SharePoint and observations reporting process. | 3.00 |
| 3/28/13 | L.J. Casey | Team call to review changes to SharePoint and observations reporting process. | 3.00 |
| 3/28/13 | L.J. Casey | Review loan files. | 1.50 |
| 3/28/13 | E.L. Coccia | Team call to review changes to SharePoint and observations reporting process | 3.10 |
| 3/28/13 | C.A. DiValentino | Team call to review changes to SharePoint and observations reporting process. | 3.00 |
| 3/28/13 | C.A. DiValentino | Review loan files. | 1.00 |
| 3/28/13 | A.L. Harris | Review loan files. | 2.40 |
| 3/28/13 | A.L. Harris | Team call to review changes to SharePoint and observations reporting process. | 3.00 |
| 3/28/13 | C.B. Holtzman | Team call to review changes to SharePoint and observations reporting process | 3.00 |
| 3/28/13 | A. Mavraganis | Team call to review changes to SharePoint and observations reporting process. | 2.90 |
| 3/28/13 | N.R. Smarr | Team call to review changes to SharePoint and observations reporting process. | 2.00 |
| 3/28/13 | L.S. Welwarth | Team call to review changes to SharePoint and observations reporting process. | 2.00 |
| 3/29/13 | G. Apfel | Work on presentation to U.S. Trustee in support of fee application. | 3.10 |
| 3/29/13 | G. Apfel | Review loan files. | 4.40 |
| 3/29/13 | J.M. Friedman | Review loan files. | 2.50 |
| 3/29/13 | D. Kovsky-Apap | Review loan files. | 2.20 |
| 3/29/13 | D. Kovsky-Apap | Work on response to UST's objection to fee application. | 4.10 |
| 3/29/13 | D. Murphy | Review loan files. | 2.30 |
| 3/29/13 | D. Murray | Review loan files. | 1.25 |
| 3/29/13 | W.R. Wagner | Review loan files. | 6.00 |
| 3/29/13 | A. Wisotsky | Review loan files. | 1.60 |
| 3/29/13 | K.B. Braun | Review loan files. | 2.20 |
| 3/29/13 | B.F. Scotti | Review loan files. | 4.40 |
| 3/29/13 | L.J. Casey | Review loan files. | 0.50 |
| 3/29/13 | E.L. Coccia | Review loan files. | 3.50 |
| 3/29/13 | A.L. Harris | Review loan files. | 1.40 |
| 3/29/13 | C.B. Holtzman | Review loan files. | 3.10 |
| 3/29/13 | A. Mavraganis | Review loan files. | 3.20 |
| 3/29/13 | M. Alexsy | Work on loan assignments. | 1.60 |

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| <u>Date</u> | <u>Name</u> | <u>Services</u> | <u>Time</u> |
|-------------|----------------|---|-------------|
| 3/29/13 | M. Alexsy | Work re objections to fee applications. | 2.70 |
| 3/30/13 | D. Kovsky-Apap | Work on response to UST objection to fee application. | 1.10 |
| 3/30/13 | W.R. Wagner | Review loan files. | 5.00 |
| 3/31/13 | G. Apfel | Work on presentation to U.S. Trustee. | 2.20 |
| 3/31/13 | G. Apfel | Review loan files. | 4.90 |
| 3/31/13 | D. Kovsky-Apap | Work on response to UST objection to fee application. | 2.00 |
| 3/31/13 | D. Kovsky-Apap | Review loan files. | 1.50 |
| 3/31/13 | W.R. Wagner | Review loan files. | 2.00 |
| 3/31/13 | C. Kimmel | Review loan files. | 1.50 |

TOTAL CHARGEABLE HOURS 1,093.60

TOTAL FEES \$552,649.25

Meals

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|--|--------------|-------------|--------------|
| 03/11/13 | CON1 | Out of Town Meals - GARY APFEL - 3/5/13 DINNER | 1 | 20.00 | 20.00 |
| 03/11/13 | CON1 | Out of Town Meals - GARY APFEL - 3/6/13 DINNER | 1 | 20.00 | 20.00 |
| 03/15/13 | CON1 | Out of Town Meals - DEBORAH KOVSKY-APAP - TRAVEL TO PHILADELPHIA 3/5-8/13 - LUNCH/SNACKS 3/6/13 | 1 | 10.42 | 10.42 |
| 03/25/13 | CON1 | Out of Town Meals - GARY APFEL - EXPENSES FOR 3/19-21/13 - DINNER WITH ADAM KELLY OF PWC 3/20/13 | 1 | 40.00 | 40.00 |
| 03/25/13 | CON1 | Out of Town Meals - GARY APFEL - EXPENSES FOR 3/19-21/13 - DINNER 3/19/13 | 1 | 20.00 | 20.00 |
| 03/25/13 | CON1 | Out of Town Meals - GARY APFEL - EXPENSES FOR 3/19-21/13 - LUNCH WITH ADAM KELLY OF PWC 3/20/13 | 1 | 20.00 | 20.00 |

GMAC Mortgage, LLC
Ally Financial, Inc.
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| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|----------------------------|-------------|--------------------|--------------|-------------|--------------|
| SubTotal For: Meals | | | | | \$130.42 |

Docket Search

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|------------------------------------|-------------|---------------------------------|--------------|-------------|--------------|
| 03/13/13 | DKT3 | 100112 - 123112 - PACER SERVICE | 1 | 296.60 | 296.60 |
| 03/13/13 | DKT3 | 100112 - 123112 - PACER SERVICE | 1 | 22.70 | 22.70 |
| SubTotal For: Docket Search | | | | | \$319.30 |

Messenger Service

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|--|-------------|---|--------------|-------------|--------------|
| 03/19/13 | MES4 | FedEx: Kenneth S,Ziman & Jo NEW YORK CITY | 1 | 16.83 | 16.83 |
| 03/19/13 | MES4 | FedEx: Eric J Small, Esq POUGHKEEPSIE | 1 | 16.83 | 16.83 |
| 03/19/13 | MES4 | FedEx: Larren M Nashelsky, NEW YORK CITY | 1 | 16.83 | 16.83 |
| 03/19/13 | MES4 | FedEx: Richard M Cieri & R NEW YORK | 1 | 15.53 | 15.53 |
| 03/19/13 | MES4 | FedEx: Tracy Hope Davis,Lin NEW YORK | 1 | 15.53 | 15.53 |
| 03/19/13 | MES4 | FedEx: Kenneth H Eckstein, NEW YORK CITY | 1 | 16.83 | 16.83 |
| 03/19/13 | MES4 | FedEx: Tammy Hamzehpour FORT WASHINGTON | 1 | 16.83 | 16.83 |
| SubTotal For: Messenger Service | | | | | \$115.21 |

Travel Expense

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|---|--------------|-------------|--------------|
| 03/11/13 | TRV1 | Travel Expense - GARY APFEL - 3/7/13 CAB FROM LAX TO HOME | 1 | 58.00 | 58.00 |
| 03/11/13 | TRV1 | Travel Expense - GARY APFEL - 3/5/13 CAB FROM HOME TO LAX | 1 | 58.00 | 58.00 |

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| | | | | | |
|----------|------|---|---|--------|--------|
| 03/11/13 | TRV1 | Travel Expense - GARY APFEL - 3/5/13 CAB FROM PHILA AIRPORT TO HOTEL | 1 | 35.46 | 35.46 |
| 03/14/13 | TRV1 | Travel Expense - BOSTON COACH G. APFEL 2/7/13 CAR SERVICE TO FORT WASHINGTON | 1 | 103.92 | 103.92 |
| 03/14/13 | TRV1 | Travel Expense - BOSTON COACH G. APFEL 2/21/13 CAR SERVICE FROM HOTEL TO PHILADELPHIA AIRPORT | 1 | 78.66 | 78.66 |
| 03/15/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL TO PHILADELPHIA 3/5- 8/13 - CAB FROM AIRPORT 3/5/13 | 1 | 35.46 | 35.46 |
| 03/15/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL TO PHILADELPHIA 3/5- 8/13 - DELTA INTERNET 3/8/13 | 1 | 5.95 | 5.95 |
| 03/15/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL TO PHILADELPHIA 3/5- 8/13 - AIRPORT PARKING | 1 | 66.00 | 66.00 |
| 03/15/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL TO PHILADELPHIA 3/5- 8/13 - HERTZ RENTAL CAR | 1 | 73.78 | 73.78 |
| 03/15/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL TO PHILADELPHIA 3/5- 8/13 - DELTA INTERNET 3/5/13 | 1 | 5.95 | 5.95 |
| 03/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - ADDITIONAL EXPENSES RELATED TO PHILLY TRIP (3/5-7/13) - INTERNET | 1 | 36.00 | 36.00 |
| 03/22/13 | TRV1 | Travel Expense - DEBORAH KOVSKY- APAP - ADDITIONAL EXPENSES RELATED TO PHILLY TRIP (3/5-7/13) - PARKING | 1 | 49.00 | 49.00 |
| 03/25/13 | TRV1 | Travel Expense - GARY APFEL - EXPENSES FOR 3/19-21/13 - CAB FROM HOME TO LAX 3/19/13 | 1 | 57.00 | 57.00 |
| 03/25/13 | TRV1 | Travel Expense - GARY APFEL - EXPENSES FOR 3/19-21/13 - CAB FROM PHILA AIRPORT TO HOTEL 3/19/13 | 1 | 35.46 | 35.46 |

GMAC Mortgage, LLC

Ally Financial, Inc.

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| | | | | | |
|-------------------------------------|------|---|---|-------|-----------------|
| 03/25/13 | TRV1 | Travel Expense - GARY APFEL - EXPENSES FOR 3/19-21/13 - CAB TO PHILADELPHIA AIRPORT 3/21/13 | 1 | 36.94 | 36.94 |
| 03/25/13 | TRV1 | Travel Expense - GARY APFEL - EXPENSES FOR 3/19-21/13 - CAB FROM LAX TO HOME 3/21/13 | 1 | 58.00 | 58.00 |
| SubTotal For: Travel Expense | | | | | \$793.58 |

Travel Expense

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------------------------------|-------------|---|--------------|-------------|-------------------|
| 03/01/13 | TRV2 | KOVSKY APAP - 04/30/2013- COACH CLASS AIRFARE TO PHILADELPHIA | 1 | 599.50 | 599.50 |
| 03/01/13 | TRV2 | KOVSKY APAP - 03/05/2013- COACH CLASS AIRFARE TO PHILADELPHIA | 1 | 658.30 | 658.30 |
| 03/19/13 | TRV2 | APFEL 03/05/13 - AIRFARE LOS ANGELES TO PHILA ROUNDTRIP; COACH CLASS AIRFARE COMPLIMENTARY UPGRADE | 1 | 1,340.08 | 1,340.08 |
| 03/27/13 | TRV2 | APFEL 03/19/13 - AIRFARE LOS ANGELES TO PHILA ROUNDTRIP; COACH CLASS AIRFARE COMPLIMENTARY UPGRADE | 1 | 1,181.60 | 1,181.60 |
| SubTotal For: Travel Expense | | | | | \$3,779.48 |

TOTAL EXPENSES..... \$5,137.99

TOTAL AMOUNT DUE..... \$557,787.24

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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

| | | Hours | Rate | Fee |
|---------------------|---------------|---------|--------|--------------|
| G. Apfel | Partner | 166.70 | 850.00 | 141,695.00 |
| D.J. Detweiler | Partner | 17.30 | 635.00 | 10,985.50 |
| J.M. Friedman | Partner | 46.20 | 610.00 | 28,182.00 |
| D. Kovsky-Apap | Partner | 100.10 | 500.00 | 50,050.00 |
| K. Kress | Partner | 43.80 | 495.00 | 21,681.00 |
| D. Murphy | Partner | 45.60 | 550.00 | 25,080.00 |
| D. Murray | Partner | 20.75 | 545.00 | 11,308.75 |
| W.R. Wagner | Partner | 79.40 | 800.00 | 63,520.00 |
| A. Wisotsky | Partner | 4.80 | 610.00 | 2,928.00 |
| K.B. Braun | Of Counsel | 7.40 | 470.00 | 3,478.00 |
| C. Kimmel | Of Counsel | 22.00 | 450.00 | 9,900.00 |
| L.A. Poltrock | Of Counsel | 23.00 | 380.00 | 8,740.00 |
| B.F. Scotti | Of Counsel | 33.70 | 470.00 | 15,839.00 |
| R.L. Vanderpool, IV | Of Counsel | 7.75 | 550.00 | 4,262.50 |
| J. VandeWyngearde | Of Counsel | 19.50 | 400.00 | 7,800.00 |
| L.J. Casey | Contract Atty | 78.00 | 470.00 | 36,660.00 |
| E.L. Coccia | Associate | 65.70 | 265.00 | 17,410.50 |
| C.A. DiValentino | Associate | 42.90 | 325.00 | 13,942.50 |
| A.L. Harris | Associate | 38.20 | 290.00 | 11,078.00 |
| C.B. Holtzman | Associate | 46.90 | 365.00 | 17,118.50 |
| A. Mavraganis | Associate | 35.90 | 290.00 | 10,411.00 |
| N.R. Smarr | Associate | 43.60 | 365.00 | 15,914.00 |
| R.R. Tooley | Associate | 25.50 | 240.00 | 6,120.00 |
| L.S. Welwarth | Associate | 32.90 | 250.00 | 8,225.00 |
| M. Alexsy | Paralegal | 45.60 | 225.00 | 10,260.00 |
| S. Ruck | Paralegal | 0.40 | 150.00 | 60.00 |
| Total | | 1093.60 | | \$552,649.25 |

Pepper Hamilton LLP
Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

REMITTANCE PAGE

Invoice Number: 10810412
May 17, 2013
Matter Number: 139697.00002

Tammy Hamzehpour, General Counsel
Ally Financial, Inc.
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

RE: Foreclosure Look Back Review

FOR PROFESSIONAL SERVICES RENDERED through April 30, 2013

| | |
|-----------------------------|--------------|
| Total Fees | \$527,475.50 |
| Total Expenses and Services | \$6,038.44 |
| Total Amount Due | \$533,513.94 |

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER

Pepper Hamilton LLP

Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

Invoice Number: 10810412
Client/Matter Number: 139697.00002
May 17, 2013

Tammy Hamzehpour, General Counsel
Ally Financial, Inc.
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, MI 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through April 30, 2013 as follows

RE: Foreclosure Look Back Review

| Date | Name | Services | Time |
|--------|---------------|---------------------------------------|------|
| 4/1/13 | K. Kress | Review loan files. | 2.00 |
| 4/1/13 | D. Murphy | Review loan files. | 2.00 |
| 4/1/13 | W.R. Wagner | Review loan files. | 6.00 |
| 4/1/13 | K.B. Braun | Review loan files. | 0.20 |
| 4/1/13 | C. Kimmel | Review loan files. | 5.00 |
| 4/1/13 | L.A. Poltrock | Review loan files. | 0.80 |
| 4/1/13 | A.L. Harris | Review loan files. | 3.10 |
| 4/1/13 | C.B. Holtzman | Review loan files. | 2.90 |
| 4/1/13 | N.R. Smarr | Review loan files. | 8.30 |
| 4/1/13 | M. Alexsy | Work on loan assignments. | 1.00 |
| 4/1/13 | M. Alexsy | Work on fee applications. | 0.80 |
| 4/2/13 | G. Apfel | Work on presentation to U.S. Trustee. | 1.80 |
| 4/2/13 | G. Apfel | Review loan files. | 3.10 |
| 4/2/13 | G. Apfel | Prepare for meeting with FRB. | 2.10 |
| 4/2/13 | J.M. Friedman | Review loan files. | 2.00 |
| 4/2/13 | W.R. Wagner | Review loan files. | 5.00 |
| 4/2/13 | K.B. Braun | Review loan files. | 0.10 |
| 4/2/13 | C. Kimmel | Review loan files. | 1.50 |
| 4/2/13 | B.F. Scotti | Review loan files. | 1.20 |
| 4/2/13 | L.J. Casey | Review loan files. | 0.80 |

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| Date | Name | Services | Time |
|--------|----------------|---|------|
| 4/2/13 | E.L. Coccia | Revise detailed summary of Work on Sharepoint Instructions Sheet | 0.40 |
| 4/2/13 | A.L. Harris | Review loan files. | 0.60 |
| 4/2/13 | A. Mavraganis | Review loan files. | 1.80 |
| 4/2/13 | A. Mavraganis | Review loan files. | 2.00 |
| 4/2/13 | M. Alexsy | Work on loan assignments. | 1.00 |
| 4/2/13 | M. Alexsy | Work on fee application. | 0.50 |
| 4/3/13 | G. Apfel | Prepare for meeting with FRB and participate in meeting. | 2.60 |
| 4/3/13 | G. Apfel | Work on loan review process. | 1.40 |
| 4/3/13 | G. Apfel | Prepare presentation to U.S. Trustee re fee application. | 1.90 |
| 4/3/13 | G. Apfel | Conference call with U.S. Trustee re fee application. | 1.30 |
| 4/3/13 | J.M. Friedman | Review loan files. | 2.00 |
| 4/3/13 | R. Hertzberg | Telephone call with D. Kovsky re objection filed to fee request by UST. | 0.20 |
| 4/3/13 | D. Kovsky-Apap | Give presentation to FRB re review process and progress. | 0.80 |
| 4/3/13 | D. Kovsky-Apap | Prepare for and participate in conference call with UST re fee application. | 2.80 |
| 4/3/13 | D. Kovsky-Apap | Review loan files. | 1.90 |
| 4/3/13 | D. Murphy | Review loan files. | 2.30 |
| 4/3/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/3/13 | C. Kimmel | Review loan files. | 0.30 |
| 4/3/13 | L.J. Casey | Meet with regulators to review loan process. | 0.80 |
| 4/3/13 | L.J. Casey | Review loan files. | 4.50 |
| 4/3/13 | L.J. Casey | Work on loan review process. | 1.00 |
| 4/3/13 | N.R. Smarr | Review loan files. | 2.00 |
| 4/3/13 | M. Alexsy | Work on fee application. | 1.80 |
| 4/3/13 | M. Alexsy | Work on loan assignments. | 1.20 |
| 4/4/13 | G. Apfel | Work on response to U.S. Trustee objection to fee application. | 1.20 |
| 4/4/13 | G. Apfel | Review loan files. | 4.10 |
| 4/4/13 | G. Apfel | Work on legal review. | 1.60 |
| 4/4/13 | G. Apfel | Work on remediation framework. | 0.60 |
| 4/4/13 | J.M. Friedman | Review loan files. | 0.50 |
| 4/4/13 | R. Hertzberg | Review fee application of Pepper and objection filed by the UST. | 0.60 |
| 4/4/13 | R. Hertzberg | Conference call with D. Kovsky and G. Apfel re addressing objections filed by UST to our fee request. | 0.60 |

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| Date | Name | Services | Time |
|--------|----------------|--|-------|
| 4/4/13 | R. Hertzberg | Telephone call with G. Apfel re position on doing a supplemental application and process. | 0.20 |
| 4/4/13 | D. Kovsky-Apap | Confer with R. Hertzberg and G. Apfel re responding to UST's objection. | 0.50 |
| 4/4/13 | D. Kovsky-Apap | Telephone conference with S. Henry re adjournment of hearing. | 0.10 |
| 4/4/13 | D. Kovsky-Apap | Review loan files. | 0.90 |
| 4/4/13 | D. Murphy | Review loan files. | 1.50 |
| 4/4/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/4/13 | L.J. Casey | Review loan files. | 0.40 |
| 4/4/13 | E.L. Coccia | Review loan files. | 11.60 |
| 4/4/13 | A.L. Harris | Review loan files. | 3.10 |
| 4/4/13 | C.B. Holtzman | Review loan files. | 3.80 |
| 4/4/13 | N.R. Smarr | Review loan files. | 1.00 |
| 4/4/13 | L.S. Welwarth | Review loan files. | 2.40 |
| 4/4/13 | S. Henry | Communications with D. Kovsky-Apap re adjournment of April 11 hearing on Pepper fee application | 0.30 |
| 4/5/13 | G. Apfel | Work on response to U.S. Trustee objections. | 0.40 |
| 4/5/13 | G. Apfel | Work on legal review process - Hard stop on stay review; second individual tested; Calculation of BK non default review period; modified review for Chapter 7 with intent to keep property; change in borrower intent; observation language requested by GMAC; treatment of property inspections; telephone calls; credit bureau reports; property preservation and loan modifications; foreclosures on date of bankruptcy petition. | 2.20 |
| 4/5/13 | G. Apfel | Review loan files. | 4.50 |
| 4/5/13 | J.M. Friedman | Review loan files. | 1.50 |
| 4/5/13 | D. Kovsky-Apap | Review multiple loan files to determine applicable stay period and fees information. | 2.30 |
| 4/5/13 | D. Kovsky-Apap | Work on response to UST's objection to fee application. | 1.00 |
| 4/5/13 | D. Kovsky-Apap | Telephone and email to B. Masumoto re adjournment of hearing. | 0.20 |
| 4/5/13 | D. Murphy | Review loan files. | 3.50 |
| 4/5/13 | D. Murray | Review loan files. | 0.50 |
| 4/5/13 | W.R. Wagner | Review loan files. | 5.00 |
| 4/5/13 | K.B. Braun | Review loan files. | 1.50 |
| 4/5/13 | C. Kimmel | Review loan files. | 1.20 |

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| Date | Name | Services | Time |
|--------|------------------|--|------|
| 4/5/13 | L.A. Poltrock | Review loan files. | 0.90 |
| 4/5/13 | B.F. Scotti | Review loan files | 2.10 |
| 4/5/13 | E.L. Coccia | Review loan files. | 4.70 |
| 4/5/13 | C.B. Holtzman | Review loan files. | 2.40 |
| 4/5/13 | A. Mavraganis | Review loan files. | 1.80 |
| 4/6/13 | W.R. Wagner | Review loan files. | 3.00 |
| 4/6/13 | A.L. Harris | Review loan files. | 0.60 |
| 4/6/13 | L.S. Welwarth | Review loan files. | 3.20 |
| 4/7/13 | D. Kovsky-Apap | Review loan files. | 2.30 |
| 4/7/13 | W.R. Wagner | Review loan files. | 2.00 |
| 4/7/13 | B.F. Scotti | Review loan files | 1.30 |
| 4/7/13 | E.L. Coccia | Review loan files. | 2.00 |
| 4/7/13 | C.A. DiValentino | Review loan files. | 4.75 |
| 4/7/13 | L.S. Welwarth | Review loan files. | 3.20 |
| 4/8/13 | G. Apfel | Review loan files. | 2.40 |
| 4/8/13 | J.M. Friedman | Review loan files. | 4.00 |
| 4/8/13 | R. Hertzberg | Conference with D. Kovsky re adjournment of fee hearing and getting UST response and review emails with UST re position on adjournment and new date. | 0.30 |
| 4/8/13 | D. Kovsky-Apap | Review loan files. | 0.50 |
| 4/8/13 | D. Kovsky-Apap | Confer with chambers and UST re adjourning hearing on Pepper fee application. | 0.40 |
| 4/8/13 | D. Kovsky-Apap | Discussion with R. Hertzberg re adjournment of hearing on fee application. | 0.30 |
| 4/8/13 | K. Kress | Review loan files. | 4.20 |
| 4/8/13 | D. Murphy | Review loan files. | 4.40 |
| 4/8/13 | D. Murray | Review loan files. | 1.75 |
| 4/8/13 | W.R. Wagner | Review loan files. | 3.00 |
| 4/8/13 | A. Wisotsky | Review loan files. | 0.90 |
| 4/8/13 | K.B. Braun | Review loan files. | 0.60 |
| 4/8/13 | C. Kimmel | Review loan files. | 2.25 |
| 4/8/13 | L.A. Poltrock | Review loan files. | 1.40 |
| 4/8/13 | B.F. Scotti | Review loan files | 8.30 |
| 4/8/13 | L.J. Casey | Review loan files. | 4.10 |
| 4/8/13 | E.L. Coccia | Review loan files. | 4.30 |
| 4/8/13 | C.A. DiValentino | Review loan files. | 5.00 |
| 4/8/13 | A.L. Harris | Review loan files. | 5.00 |
| 4/8/13 | C.B. Holtzman | Review loan files. | 3.30 |
| 4/8/13 | A. Mavraganis | Review loan files. | 4.70 |
| 4/8/13 | N.R. Smarr | Review loan files. | 6.50 |

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| Date | Name | Services | Time |
|---------|------------------|---|------|
| 4/8/13 | R.R. Tooley | Review loan files. | 1.50 |
| 4/8/13 | L.S. Welwarth | Review loan files. | 0.40 |
| 4/9/13 | G. Apfel | Review loan files. | 3.80 |
| 4/9/13 | G. Apfel | Work on legal review process. Revise Sharepoint instructions. | 0.90 |
| 4/9/13 | J.M. Friedman | Review loan files. | 2.75 |
| 4/9/13 | D. Kovsky-Apap | Confer with R. Hertzberg and M.E. Alexsy re hearing on objection to fee application. | 0.20 |
| 4/9/13 | D. Kovsky-Apap | Review draft agenda from debtors' counsel. | 0.10 |
| 4/9/13 | D. Kovsky-Apap | Correspondence with E. Richards re adjournment of hearing on objection to fee application. | 0.10 |
| 4/9/13 | D. Kovsky-Apap | Review loan files. | 0.20 |
| 4/9/13 | K. Kress | Review loan files. | 3.30 |
| 4/9/13 | D. Murphy | Review loan files. | 3.10 |
| 4/9/13 | D. Murray | Review loan files. | 2.00 |
| 4/9/13 | W.R. Wagner | Review loan files. | 3.00 |
| 4/9/13 | L.A. Poltrock | Review loan files. | 1.00 |
| 4/9/13 | B.F. Scotti | Review loan files. | 3.70 |
| 4/9/13 | E.L. Coccia | Review loan files. | 2.20 |
| 4/9/13 | C.A. DiValentino | Review loan files. | 2.50 |
| 4/9/13 | A.L. Harris | Review loan files. | 0.90 |
| 4/9/13 | C.B. Holtzman | Review loan files. | 2.60 |
| 4/9/13 | A. Mavraganis | Review loan files. | 2.40 |
| 4/9/13 | R.R. Tooley | Review loan files. | 3.50 |
| 4/9/13 | L.S. Welwarth | Review loan files. | 2.00 |
| 4/10/13 | G. Apfel | Review loan files. | 4.10 |
| 4/10/13 | G. Apfel | Work on fee applications. | 0.40 |
| 4/10/13 | J.M. Friedman | Review loan files. | 1.00 |
| 4/10/13 | D. Kovsky-Apap | Confer with R. Hertzberg, G. Apfel and debtors' counsel re hearing on fee application. | 0.40 |
| 4/10/13 | D. Kovsky-Apap | Receive and review draft notice of adjournment of hearing on Hudson Cook's fee application (to be filed by Pepper). | 0.10 |
| 4/10/13 | D. Murphy | Review loan files. | 1.00 |
| 4/10/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/10/13 | K.B. Braun | Review loan files. | 1.10 |
| 4/10/13 | C. Kimmel | Review loan files. | 3.75 |
| 4/10/13 | L.A. Poltrock | Review loan files. | 2.50 |
| 4/10/13 | B.F. Scotti | Review loan files. | 3.50 |
| 4/10/13 | L.J. Casey | Review loan files. | 2.60 |

Ally Financial, Inc.

Client/Matter Number: 139697.00002

May 17, 2013

Invoice: 10810412

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| Date | Name | Services | Time |
|---------|------------------|---|------|
| 4/10/13 | E.L. Coccia | Review loan files. | 2.80 |
| 4/10/13 | C.A. DiValentino | Review loan files. | 1.25 |
| 4/10/13 | C.B. Holtzman | Review loan files. | 2.60 |
| 4/10/13 | A. Mavraganis | Review loan files. | 1.60 |
| 4/10/13 | R.R. Tooley | Review loan files. | 7.00 |
| 4/11/13 | G. Apfel | Review loan files. | 3.60 |
| 4/11/13 | G. Apfel | Work on fee application. | 0.70 |
| 4/11/13 | D. Kovsky-Apap | Confer with L. Casey and E. Richards re discussion of Pepper Hamilton at hearing on fee applications. | 0.30 |
| 4/11/13 | D. Kovsky-Apap | Review loan files. | 4.10 |
| 4/11/13 | D. Kovsky-Apap | Confer with G. Apfel and R. Hertzberg re adjournment of hearing. | 0.20 |
| 4/11/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/11/13 | K.B. Braun | Review loan files. | 1.90 |
| 4/11/13 | L.A. Poltrock | Review loan files. | 0.80 |
| 4/11/13 | L.J. Casey | Telephonically attend fee application court hearing. | 2.40 |
| 4/11/13 | L.J. Casey | Review loan files. | 0.30 |
| 4/11/13 | E.L. Coccia | Review loan files. | 3.70 |
| 4/11/13 | C.B. Holtzman | Review loan files. | 3.10 |
| 4/11/13 | A. Mavraganis | Review loan files. | 2.20 |
| 4/11/13 | R.R. Tooley | Review loan files. | 5.00 |
| 4/12/13 | G. Apfel | Review loan files. | 2.10 |
| 4/12/13 | D. Kovsky-Apap | Review loan files. | 1.80 |
| 4/12/13 | D. Kovsky-Apap | Respond to reviewer questions regarding legal issues arising in determination of stay period and stay violations. | 0.30 |
| 4/12/13 | D. Kovsky-Apap | Email to N. Meliti at PwC re tracking issues. | 0.10 |
| 4/12/13 | D. Kovsky-Apap | Participate in status update conference call with PwC and Hudson Cook. | 0.10 |
| 4/12/13 | D. Kovsky-Apap | Review summary of fee application hearing. | 0.50 |
| 4/12/13 | K. Kress | Review loan files. | 1.50 |
| 4/12/13 | D. Murray | Review loan files. | 2.75 |
| 4/12/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/12/13 | A. Wisotsky | Review loan files. | 0.25 |
| 4/12/13 | K.B. Braun | Review loan files. | 5.40 |
| 4/12/13 | L.J. Casey | Prepare email to G. Apfel and D. Kovsky-Apap re: fee application court hearing. | 0.40 |
| 4/12/13 | L.J. Casey | Review loan files. | 0.50 |
| 4/12/13 | E.L. Coccia | Review loan files. | 3.00 |
| 4/12/13 | C.A. DiValentino | Review loan files. | 6.00 |

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| 4/12/13 | A.L. Harris | Review loan files. | 0.70 |
| 4/12/13 | C.B. Holtzman | Review loan files. | 4.20 |
| 4/12/13 | R.R. Tooley | Review loan files. | 8.50 |
| 4/12/13 | L.S. Welwarth | Review loan files. | 3.10 |
| 4/12/13 | S. Henry | Finalize notice of adjournment for hearing on Hudson Cook fee application. | 0.10 |
| 4/12/13 | S. Henry | Prepare email to D. Kovsky-Apap re notice of adjournment for hearing on Hudson Cook fee application. | 0.10 |
| 4/12/13 | S. Henry | Prepare email to D. Clarke re notice of adjournment for hearing on Hudson Cook fee application. | 0.10 |
| 4/13/13 | K.B. Braun | Review loan files. | 1.90 |
| 4/13/13 | C.A. DiValentino | Review loan files. | 1.25 |
| 4/13/13 | L.S. Welwarth | Review loan files. | 2.00 |
| 4/14/13 | D. Kovsky-Apap | Review loan files. | 0.80 |
| 4/14/13 | C. Kimmel | Review loan files. | 1.25 |
| 4/14/13 | B.F. Scotti | Review loan files. | 3.50 |
| 4/14/13 | E.L. Coccia | Review loan files. | 4.10 |
| 4/15/13 | G. Apfel | Review loan files. | 2.20 |
| 4/15/13 | J.M. Friedman | Review loan files. | 3.25 |
| 4/15/13 | D. Kovsky-Apap | Review loan files. | 3.30 |
| 4/15/13 | K. Kress | Review loan files. | 3.90 |
| 4/15/13 | D. Murphy | Review loan files. | 2.50 |
| 4/15/13 | D. Murray | Review loan files. | 0.75 |
| 4/15/13 | W.R. Wagner | Review loan files. | 3.00 |
| 4/15/13 | C. Kimmel | Review loan files. | 0.75 |
| 4/15/13 | L.A. Poltrock | Review loan files. | 4.10 |
| 4/15/13 | B.F. Scotti | Review loan files. | 2.40 |
| 4/15/13 | L.J. Casey | Review loan files. | 4.10 |
| 4/15/13 | E.L. Coccia | Review loan files. | 7.50 |
| 4/15/13 | C.A. DiValentino | Review loan files. | 5.50 |
| 4/15/13 | A.L. Harris | Review loan files. | 5.10 |
| 4/15/13 | C.B. Holtzman | Review loan files. | 4.60 |
| 4/15/13 | A. Mavraganis | Review loan files. | 3.70 |
| 4/15/13 | R.R. Tooley | Review loan files. | 1.00 |
| 4/15/13 | L.S. Welwarth | Review loan files. | 2.30 |
| 4/15/13 | S. Henry | Prepare emails to D. Clarke re notice of adjournment of fee application hearing | 0.10 |
| 4/15/13 | S. Henry | Revise Hudson Cook LLP notice of adjournment of fee application hearing | 0.10 |

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| 4/15/13 | S. Henry | Prepare email to M. Alexys re information for notice of adjournment of fee application hearing | 0.10 |
| 4/15/13 | S. Henry | Prepare email to D. Kovsky-Apap re revised notice of adjournment of fee application hearing | 0.20 |
| 4/16/13 | G. Apfel | Work on legal review process - Sharepoint instructions. | 1.60 |
| 4/16/13 | G. Apfel | Review loan files. | 5.40 |
| 4/16/13 | D.J. Detweiler | Review loan files. | 0.80 |
| 4/16/13 | J.M. Friedman | Review loan files. | 1.00 |
| 4/16/13 | D. Kovsky-Apap | Work on revisions to legal review based on modifications to process implemented by PwC. | 0.90 |
| 4/16/13 | D. Kovsky-Apap | Participate in status update call with Federal Reserve Board. | 0.80 |
| 4/16/13 | D. Kovsky-Apap | Review loan files. | 3.30 |
| 4/16/13 | D. Kovsky-Apap | Email to G. Apfel re status update from Federal Reserve Board, | 0.10 |
| 4/16/13 | K. Kress | Review loan files. | 2.50 |
| 4/16/13 | D. Murphy | Review loan files. | 3.80 |
| 4/16/13 | D. Murray | Review loan files. | 2.50 |
| 4/16/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/16/13 | K.B. Braun | Review loan files. | 0.80 |
| 4/16/13 | L.J. Casey | Review loan files. | 2.50 |
| 4/16/13 | E.L. Coccia | Review loan files. | 7.60 |
| 4/16/13 | C.A. DiValentino | Review loan files. | 6.25 |
| 4/16/13 | A.L. Harris | Review loan files. | 0.30 |
| 4/16/13 | C.B. Holtzman | Review loan files. | 2.80 |
| 4/16/13 | A. Mavraganis | Review loan files. | 1.70 |
| 4/16/13 | R.R. Tooley | Review loan files. | 4.00 |
| 4/16/13 | L.S. Welwarth | Review loan files. | 2.10 |
| 4/17/13 | G. Apfel | Work with PwC in Fort Washington on loan review process and loan files. | 6.40 |
| 4/17/13 | G. Apfel | Review loan files. | 3.10 |
| 4/17/13 | D.J. Detweiler | Review loan files. | 3.40 |
| 4/17/13 | J.M. Friedman | Review loan files. | 3.00 |
| 4/17/13 | D. Kovsky-Apap | Review loan files. | 2.40 |
| 4/17/13 | K. Kress | Review loan files. | 3.90 |
| 4/17/13 | D. Murray | Review loan file. | 2.50 |
| 4/17/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/17/13 | A. Wisotsky | Review loan files. | 0.30 |
| 4/17/13 | K.B. Braun | Review loan files. | 2.30 |
| 4/17/13 | C. Kimmel | Review loan files. | 3.70 |

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| 4/17/13 | B.F. Scotti | Review loan files. | 3.50 |
| 4/17/13 | L.J. Casey | Review loan files. | 5.90 |
| 4/17/13 | L.J. Casey | Work with PwC on loan review process. | 2.00 |
| 4/17/13 | E.L. Coccia | Review loan files. | 7.40 |
| 4/17/13 | A.L. Harris | Review loan files. | 1.00 |
| 4/17/13 | L.S. Welwarth | Review loan files. | 0.20 |
| 4/18/13 | G. Apfel | Work on legal review process - tested individuals; joint bankruptcies; co-debtors; observations; intent to keep the property; actions by counsel to enforce the stay; collection calls; pre-petition collection efforts in Chapter 13; billing statements; credit bureau reports; violations across multiple bankruptcies; payment history analysis fees remediation; foreclosure actions when a confirmed Chapter 13 is in place; bankruptcy non-default review. | 3.10 |
| 4/18/13 | G. Apfel | Review loan files. | 1.80 |
| 4/18/13 | J.M. Friedman | Review loan files. | 4.50 |
| 4/18/13 | D. Kovsky-Apap | Review loan files. | 3.50 |
| 4/18/13 | K. Kress | Review loan files. | 2.10 |
| 4/18/13 | D. Murphy | Review loan files. | 2.00 |
| 4/18/13 | D. Murray | Review loan files. | 0.50 |
| 4/18/13 | W.R. Wagner | Review loan files. | 3.20 |
| 4/18/13 | K.B. Braun | Review loan files. | 1.00 |
| 4/18/13 | C. Kimmel | Review loan files. | 3.30 |
| 4/18/13 | C.A. DiValentino | Review loan files. | 5.50 |
| 4/18/13 | A.L. Harris | Review loan files. | 2.30 |
| 4/18/13 | C.B. Holtzman | Review loan files. | 4.30 |
| 4/18/13 | A. Mavraganis | Review loan files. | 5.30 |
| 4/18/13 | L.S. Welwarth | Review loan files. | 7.20 |
| 4/18/13 | S. Henry | Prepare emails to D. Kovsky re notice of adjournment of hearing for Hudson Cook LLP. | 0.20 |
| 4/18/13 | S. Henry | File and arrange for service of notice of adjournment of hearing for Hudson Cook LLP. | 0.40 |
| 4/19/13 | G. Apfel | Work on legal review process - loan modification communications; missing information; property inspections; property presentation activities. | 1.40 |
| 4/19/13 | G. Apfel | Review loan files. | 5.80 |
| 4/19/13 | J.M. Friedman | Review loan files. | 3.00 |
| 4/19/13 | D. Kovsky-Apap | Review loan files. | 5.00 |

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| 4/19/13 | D. Kovsky-Apap | Participate in weekly status update with PwC and Hudson Cook. | 0.20 |
| 4/19/13 | D. Kovsky-Apap | Work on documentation of revisions to review process based on changes implemented by PwC. | 0.60 |
| 4/19/13 | D. Murphy | Review loan files. | 2.30 |
| 4/19/13 | D. Murray | Review loan files. | 2.00 |
| 4/19/13 | W.R. Wagner | Review loan files. | 2.20 |
| 4/19/13 | A. Wisotsky | Review loan files. | 1.25 |
| 4/19/13 | K.B. Braun | Review loan files. | 1.30 |
| 4/19/13 | C.A. DiValentino | Review loan files. | 2.00 |
| 4/19/13 | A.L. Harris | Review loan files. | 1.90 |
| 4/19/13 | C.B. Holtzman | Review loan files. | 3.70 |
| 4/19/13 | A. Mavraganis | Review loan files. | 4.40 |
| 4/19/13 | N.R. Smarr | Review loan files. | 4.40 |
| 4/19/13 | L.S. Welwarth | Review loan files. | 3.00 |
| 4/20/13 | W.R. Wagner | Review loan files. | 2.00 |
| 4/21/13 | D. Kovsky-Apap | Work on revisions to legal process based on modifications to review implemented by PwC. | 2.80 |
| 4/21/13 | D. Kovsky-Apap | Review loan files. | 0.40 |
| 4/21/13 | B.F. Scotti | Review loan files | 2.40 |
| 4/21/13 | C.A. DiValentino | Review loan files. | 1.00 |
| 4/21/13 | A.L. Harris | Review loan files. | 1.90 |
| 4/21/13 | N.R. Smarr | Review loan files. | 5.00 |
| 4/22/13 | G. Apfel | Review loan files. | 6.10 |
| 4/22/13 | G. Apfel | Work on fee application. | 0.20 |
| 4/22/13 | G. Apfel | Work on loan review process - standing review for bankruptcy filings. | 0.80 |
| 4/22/13 | J.M. Friedman | Review loan files. | 3.00 |
| 4/22/13 | D. Kovsky-Apap | Review loan files. | 7.20 |
| 4/22/13 | D. Kovsky-Apap | Participate in status update call with PwC and Hudson Cook. | 0.10 |
| 4/22/13 | K. Kress | Review loan files. | 3.40 |
| 4/22/13 | D. Murphy | Review loan files. | 3.20 |
| 4/22/13 | D. Murray | Review loan files. | 0.50 |
| 4/22/13 | W.R. Wagner | Review loan files. | 2.00 |
| 4/22/13 | K.B. Braun | Review loan files. | 2.90 |
| 4/22/13 | L.A. Poltrock | Review loan files. | 2.30 |
| 4/22/13 | B.F. Scotti | Review loan files | 6.50 |
| 4/22/13 | R.L. Vanderpool, IV | Review loan files. | 0.50 |

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| 4/22/13 | L.J. Casey | Review loan files. | 1.50 |
| 4/22/13 | C.A. DiValentino | Review loan files. | 5.00 |
| 4/22/13 | A.L. Harris | Review loan files. | 0.40 |
| 4/22/13 | C.B. Holtzman | Review loan files. | 1.10 |
| 4/22/13 | L.S. Welwarth | Review loan files. | 8.40 |
| 4/22/13 | S. Henry | Discussion with D. Kovsky-Apap re loan assignments. | 0.10 |
| 4/22/13 | S. Henry | Discussion with G. Apfel and D. Kovsky re loan assignments. | 0.50 |
| 4/22/13 | S. Henry | Work on loan assignments | 0.40 |
| 4/23/13 | G. Apfel | Review loan files. | 4.30 |
| 4/23/13 | G. Apfel | Work on legal review process -Sharepoint instructions; end date of review; more than one tested individual; out of scope cases; standing orders and local rules; determination of time of filing; court order extending stay in serial filer cases; trustee motion to abandon property; order vacating case dismissal; retroactive annulment of the stay; start of modified stay period; modification of stay by local rule; amendments to proof of claim; evidence of intent to keep the property; automatic payments; non default review period; effect of intent to keep property; billing statements; remediation; confirmed observations; short-term foreclosures | 2.90 |
| 4/23/13 | J.M. Friedman | Review loan files. | 4.50 |
| 4/23/13 | R. Hertzberg | Telephone call with G. Apfel re additional information on fee application objection. | 0.20 |
| 4/23/13 | D. Kovsky-Apap | Review loan files. | 3.60 |
| 4/23/13 | D. Kovsky-Apap | Work on revisions to legal process based on modifications implemented by PwC. | 0.50 |
| 4/23/13 | D. Kovsky-Apap | Correspondence with A. Kelly of PwC re documenting changes to review process for work papers. | 0.10 |
| 4/23/13 | D. Murphy | Review loan files. | 1.80 |
| 4/23/13 | D. Murray | Review loan files. | 2.50 |
| 4/23/13 | W.R. Wagner | Review loan files. | 2.00 |
| 4/23/13 | A. Wisotsky | Review loan files. | 0.80 |
| 4/23/13 | K.B. Braun | Review loan files. | 2.00 |
| 4/23/13 | C. Kimmel | Review loan files. | 2.00 |
| 4/23/13 | L.A. Poltrock | Review loan files. | 3.90 |
| 4/23/13 | B.F. Scotti | Review loan files | 3.60 |

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| 4/23/13 | R.L. Vanderpool, IV | Review loan files. | 1.25 |
| 4/23/13 | L.J. Casey | Review loan files. | 1.30 |
| 4/23/13 | L.J. Casey | Review loan files. | 5.40 |
| 4/23/13 | L.J. Casey | Work with PwC on remediation process. | 1.20 |
| 4/23/13 | C.A. DiValentino | Review loan files. | 4.50 |
| 4/23/13 | A.L. Harris | Review loan files. | 1.50 |
| 4/23/13 | C.B. Holtzman | Review loan files. | 4.70 |
| 4/23/13 | N.R. Smarr | Review loan files. | 1.80 |
| 4/23/13 | R.R. Tooley | Review loan files. | 3.00 |
| 4/23/13 | L.S. Welwarth | Review loan files. | 5.80 |
| 4/24/13 | G. Apfel | Review loan files. | 7.30 |
| 4/24/13 | J.M. Friedman | Review loan files. | 4.25 |
| 4/24/13 | D. Kovsky-Apap | Participate in status update conference call with FRB. | 0.60 |
| 4/24/13 | D. Kovsky-Apap | Draft summary of call with FRB. | 0.20 |
| 4/24/13 | D. Kovsky-Apap | Review loan files. | 4.90 |
| 4/24/13 | D. Murphy | Review loan files. | 1.70 |
| 4/24/13 | D. Murray | Review loan files. | 5.25 |
| 4/24/13 | W.R. Wagner | Review loan files. | 3.00 |
| 4/24/13 | K.B. Braun | Review loan files. | 4.00 |
| 4/24/13 | E.L. Coccia | Review loan files. | 9.60 |
| 4/24/13 | C.A. DiValentino | Review loan files. | 5.50 |
| 4/24/13 | C.B. Holtzman | Review loan files. | 5.40 |
| 4/24/13 | A. Mavraganis | Review loan files. | 4.90 |
| 4/24/13 | R.R. Tooley | Review loan files. | 3.00 |
| 4/25/13 | G. Apfel | Review loan files. | 7.80 |
| 4/25/13 | J.M. Friedman | Review loan files. | 2.50 |
| 4/25/13 | D. Kovsky-Apap | Work on documenting revisions to legal review process based on modifications implemented by PwC. | 1.60 |
| 4/25/13 | D. Kovsky-Apap | Correspondence with N. Meliti and A. Kelly at PwC re escrow shortage statements. | 0.20 |
| 4/25/13 | D. Kovsky-Apap | Correspondence with G. Apfel and L. Casey re observations reporting. | 0.20 |
| 4/25/13 | D. Kovsky-Apap | Legal research re section 362(e) question. | 0.30 |
| 4/25/13 | D. Kovsky-Apap | Review loan files. | 5.20 |
| 4/25/13 | D. Murphy | Review loan files. | 2.20 |
| 4/25/13 | D. Murray | Review loan files. | 3.25 |
| 4/25/13 | W.R. Wagner | Review loan files. | 3.20 |

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| 4/25/13 | K.B. Braun | Review loan files. | 0.80 |
| 4/25/13 | E.L. Coccia | Review loan files. | 10.40 |
| 4/25/13 | C.A. DiValentino | Review loan files. | 1.25 |
| 4/25/13 | C.B. Holtzman | Review loan files. | 2.50 |
| 4/25/13 | A. Mavraganis | Review loan files. | 3.40 |
| 4/25/13 | N.R. Smarr | Review loan files. | 3.50 |
| 4/25/13 | L.S. Welwarth | Review loan files. | 2.50 |
| 4/25/13 | S. Henry | Work on loan assignments | 1.00 |
| 4/25/13 | S. Henry | Work on monthly fee statements | 0.70 |
| 4/26/13 | G. Apfel | Review loan files. | 4.30 |
| 4/26/13 | J.M. Friedman | Review loan files. | 4.25 |
| 4/26/13 | D. Kovsky-Apap | Work on response to UST objection. | 2.70 |
| 4/26/13 | D. Kovsky-Apap | Work on documenting revisions to legal review process based on modifications implemented by PwC. | 1.00 |
| 4/26/13 | D. Kovsky-Apap | Correspondence with PwC re question about sale date discrepancy. | 0.10 |
| 4/26/13 | D. Kovsky-Apap | Correspondence with PwC re status of loan file. | 0.10 |
| 4/26/13 | D. Kovsky-Apap | Review loan files. | 1.70 |
| 4/26/13 | D. Murphy | Review loan files. | 2.60 |
| 4/26/13 | D. Murray | Review loan files. | 2.00 |
| 4/26/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/26/13 | K.B. Braun | Review loan files. | 0.50 |
| 4/26/13 | E.L. Coccia | Review loan files. | 5.00 |
| 4/26/13 | A.L. Harris | Review loan files. | 0.30 |
| 4/26/13 | C.B. Holtzman | Review loan files. | 3.40 |
| 4/26/13 | N.R. Smarr | Review loan files. | 0.70 |
| 4/26/13 | S. Henry | Work on loan assignments | 0.30 |
| 4/27/13 | W.R. Wagner | Review loan files. | 3.00 |
| 4/28/13 | D. Kovsky-Apap | Review loan files. | 1.00 |
| 4/28/13 | W.R. Wagner | Review loan files. | 3.20 |
| 4/28/13 | C.B. Holtzman | Review loan files. | 1.00 |
| 4/29/13 | G. Apfel | Review loan files. | 3.80 |
| 4/29/13 | G. Apfel | Participate in conference call with PwC and GMAC and Hudco. | 0.50 |
| 4/29/13 | G. Apfel | Work on legal review process - property preservation activities; intent to keep property during stay review period; improper payments; stay period payments. | 1.80 |
| 4/29/13 | G. Apfel | Work on fee application. | 0.70 |
| 4/29/13 | J.M. Friedman | Review loan files. | 5.25 |

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| 4/29/13 | D. Kovsky-Apap | Participate in conference call with A. Kelly, N. Meliti, G. Apfel and L. Casey re review and analysis of payment histories for remediation purposes. | 1.10 |
| 4/29/13 | D. Kovsky-Apap | Participate in weekly status update call with GMAC. | 0.20 |
| 4/29/13 | D. Kovsky-Apap | Correspondence with G. Apfel and L. Casey re legal question re property preservation activities. | 0.20 |
| 4/29/13 | D. Kovsky-Apap | Review loan files. | 1.40 |
| 4/29/13 | K. Kress | Review loan files. | 2.20 |
| 4/29/13 | D. Murphy | Review loan files. | 1.40 |
| 4/29/13 | D. Murray | Review loan files. | 1.25 |
| 4/29/13 | W.R. Wagner | Review loan files. | 4.00 |
| 4/29/13 | A. Wisotsky | Review loan files. | 0.75 |
| 4/29/13 | K.B. Braun | Review loan files. | 0.90 |
| 4/29/13 | C.A. DiValentino | Review loan files. | 3.00 |
| 4/29/13 | A.L. Harris | Review loan files. | 4.10 |
| 4/29/13 | C.B. Holtzman | Review loan files. | 6.30 |
| 4/29/13 | R.R. Tooley | Review loan files. | 4.00 |
| 4/29/13 | L.S. Welwarth | Review loan files. | 5.70 |
| 4/29/13 | S. Henry | Work on loan assignments | 1.10 |
| 4/30/13 | G. Apfel | Review loan files. | 6.60 |
| 4/30/13 | G. Apfel | Work on legal review process - payment history review. | 0.90 |
| 4/30/13 | G. Apfel | Conference call with FRB, FDIC, PwC and Hudco. | 0.80 |
| 4/30/13 | J.M. Friedman | Review loan files. | 3.75 |
| 4/30/13 | D. Kovsky-Apap | Review loan files. | 1.10 |
| 4/30/13 | D. Kovsky-Apap | Participate in status update conference call with FRB. | 0.60 |
| 4/30/13 | D. Kovsky-Apap | Review draft procedures for analyzing payment history for purposes of determining potential remediation. | 0.30 |
| 4/30/13 | K. Kress | Review loan files. | 0.80 |
| 4/30/13 | D. Murphy | Review loan files. | 1.40 |
| 4/30/13 | D. Murray | Review loan files. | 1.00 |
| 4/30/13 | W.R. Wagner | Review loan files. | 3.60 |
| 4/30/13 | K.B. Braun | Review loan files. | 1.10 |
| 4/30/13 | C. Kimmel | Review loan files. | 0.80 |
| 4/30/13 | R.L. Vanderpool, IV | Review loan files. | 0.50 |
| 4/30/13 | J. VandeWyngearde | Review loan files. | 1.00 |
| 4/30/13 | L.J. Casey | Work on remediation process. | 1.50 |
| 4/30/13 | E.L. Coccia | Review loan files. | 4.20 |

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| <u>Date</u> | <u>Name</u> | <u>Services</u> | <u>Time</u> |
|-------------|------------------|--------------------------|-------------|
| 4/30/13 | C.A. DiValentino | Review loan files. | 2.25 |
| 4/30/13 | A.L. Harris | Review loan files. | 4.10 |
| 4/30/13 | C.B. Holtzman | Review loan files. | 4.70 |
| 4/30/13 | A. Mavraganis | Review loan files. | 2.20 |
| 4/30/13 | N.R. Smarr | Review loan files. | 3.60 |
| 4/30/13 | R.R. Tooley | Review loan files. | 4.00 |
| 4/30/13 | L.S. Welwarth | Review loan files. | 0.80 |
| 4/30/13 | S. Henry | Work on loan assignments | 1.80 |

TOTAL CHARGEABLE HOURS 1,085.80

TOTAL FEES \$527,475.50

Meals

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|---|--------------|-------------|--------------|
| 04/03/13 | CON1 | Out of Town Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 3/5-7/13 LODGING | 1 | 20.00 | 20.00 |
| 04/03/13 | CON1 | Out of Town Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 2/5-7/13 LODGING | 1 | 20.00 | 20.00 |
| 04/03/13 | CON1 | Out of Town Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 2/19-21/13 LODGING | 1 | 20.00 | 20.00 |
| 04/23/13 | CON1 | Out of Town Meals - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - LUNCH 4/16/13 | 1 | 9.68 | 9.68 |
| 04/23/13 | CON1 | Out of Town Meals - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - LUNCH 4/17/13 | 1 | 12.71 | 12.71 |
| 04/23/13 | CON1 | Out of Town Meals - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - DINNER WITH NICK MELITI OF PWC 4/17/13 | 1 | 40.00 | 40.00 |

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| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|--|--------------|-------------|--------------|
| 04/23/13 | CON1 | Meals - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - DINNER 4/16/13 | 1 | 20.00 | 20.00 |
| | | SubTotal For: Meals | | | \$142.39 |

Docket Search

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|---|--------------|-------------|--------------|
| 04/12/13 | DKT1 | Search Fee - PACER SERVICE CENTER TOOLEY PACER QUARTERLY SUBSCRIPTION FEE | 1 | 36.00 | 36.00 |
| | | SubTotal For: Docket Search | | | \$36.00 |

Docket Search

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|------------------------------------|--------------|-------------|--------------|
| 04/16/13 | DKT3 | 010113 - 033113 - PACER SERVICE | 1 | 55.00 | 55.00 |
| 04/16/13 | DKT3 | 010113 - 033113 - PACER SERVICE | 1 | 152.80 | 152.80 |
| 04/25/13 | DKT3 | 010113 - 033113 - PACER SERVICE | 1 | 11.00 | 11.00 |
| 04/25/13 | DKT3 | 010113 - 033113 - PACER SERVICE | 1 | 88.90 | 88.90 |
| 04/25/13 | DKT3 | 010113 - 033113 - PACER SERVICE | 1 | 135.40 | 135.40 |
| 04/30/13 | DKT3 | 010113 - 033113 - PACER SERVICE | 1 | 211.80 | 211.80 |
| | | SubTotal For: Docket Search | | | \$654.90 |

Messenger Service

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|---|--------------|-------------|--------------|
| 03/26/13 | MES4 | FedEx: Tammy Hamzehpour FORT WASHINGTON | 1 | 13.73 | 13.73 |
| 03/26/13 | MES4 | FedEx: Kenneth H Eckstein, NEW YORK CITY | 1 | 13.73 | 13.73 |
| 03/26/13 | MES4 | FedEx: Tracy Hope Davis, Lin NEW YORK | 1 | 13.73 | 13.73 |
| 03/26/13 | MES4 | FedEx: Kenneth S, Ziman & Jo NEW YORK CITY | 1 | 13.73 | 13.73 |

Ally Financial, Inc.

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| | | | | | |
|--|------|--|---|-------|-----------------|
| 03/26/13 | MES4 | FedEx: Richard M Cieri & R NEW YORK | 1 | 13.73 | 13.73 |
| 03/26/13 | MES4 | FedEx: Larren M Nashelsky, NEW YORK CITY | 1 | 13.73 | 13.73 |
| 04/09/13 | MES4 | FedEx: MAILROOM LOS ANGELES | 1 | 63.09 | 63.09 |
| 04/09/13 | MES4 | FedEx: MAILROOM LOS ANGELES | 1 | 63.09 | 63.09 |
| SubTotal For: Messenger Service | | | | | \$208.56 |

Travel Expense

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------|-------------|---|--------------|-------------|--------------|
| 04/03/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 2/5-7/13 LODGING | 1 | 687.59 | 687.59 |
| 04/03/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 2/19-21/13 LODGING | 1 | 619.00 | 619.00 |
| 04/03/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. D. KOVSKY-APAP 3/5-7/13 LODGING | 1 | 622.08 | 622.08 |
| 04/03/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 3/5-7/13 LODGING | 1 | 668.00 | 668.00 |
| 04/16/13 | TRV1 | Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 3/19-21/13 LODGING | 1 | 673.39 | 673.39 |
| 04/16/13 | TRV1 | Travel Expense - DEBORAH KOVSKY-APAP - CAB FROM AIRPORT TO PHILLY 1/7/13 | 1 | 35.40 | 35.40 |
| 04/16/13 | TRV1 | Travel Expense - DEBORAH KOVSKY-APAP - DTW AIRPORT PARKING ON 4/3/13 | 1 | 13.00 | 13.00 |
| 04/23/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - CAB FROM HOME TO LAX 4/16/13 | 1 | 58.00 | 58.00 |
| 04/23/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - CAB FROM PHILADELPHIA AIRPORT TO HOTEL 4/16/13 | 1 | 34.55 | 34.55 |

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| | | | | | |
|-------------------------------------|------|---|---|--------|-------------------|
| 04/23/13 | TRV1 | Travel Expense - GARY APFEL - TRAVEL EXPENSES FOR 4/16-18/13 - CAB FROM LAX TO HOME 4/18/13 | 1 | 59.00 | 59.00 |
| 04/25/13 | TRV1 | Travel Expense - 2/19 - 2/21; BOSTON COACH G. APFEL 2/20/13 PHILADELPHIA TO FORT WASHINGTON CAR SERVICE | 1 | 101.46 | 101.46 |
| 04/25/13 | TRV1 | Travel Expense - 3/5 - 3/7; BOSTON COACH G. APFEL 3/7/13 PHILADELPHIA TO AIRPORT CAR SERVICE | 1 | 78.66 | 78.66 |
| 04/25/13 | TRV1 | Travel Expense - 3/19 - 3/21; BOSTON COACH G. APFEL 3/20/13 PHILADELPHIA TO FORT WASHINGTON CAR SERVICE | 1 | 104.86 | 104.86 |
| SubTotal For: Travel Expense | | | | | \$3,754.99 |

Travel Expense

| <u>Date</u> | <u>Code</u> | <u>Description</u> | <u>Units</u> | <u>Cost</u> | <u>Value</u> |
|-------------------------------------|--------------------|---|---------------------|--------------------|---------------------|
| 04/26/13 | TRV2 | APFEL 04/16 - 4/18/13: AIRFARE 4/16 LOS ANGELES TO PHILA ROUNDTRIP; COACH CLASS AIRFARE COMPLIMENTARY UPGRADE | 1 | 1,241.60 | 1,241.60 |
| SubTotal For: Travel Expense | | | | | \$1,241.60 |

TOTAL EXPENSES..... \$6,038.44

TOTAL AMOUNT DUE..... \$533,513.94

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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

| | | Hours | Rate | Fee |
|---------------------|---------------|----------------|--------|---------------------|
| G. Apfel | Partner | 126.40 | 850.00 | 107,440.00 |
| D.J. Detweiler | Partner | 4.20 | 635.00 | 2,667.00 |
| J.M. Friedman | Partner | 56.00 | 610.00 | 34,160.00 |
| R. Hertzberg | Partner | 2.10 | 800.00 | 1,680.00 |
| D. Kovsky-Apap | Partner | 82.80 | 500.00 | 41,400.00 |
| K. Kress | Partner | 29.80 | 495.00 | 14,751.00 |
| D. Murphy | Partner | 42.70 | 550.00 | 23,485.00 |
| D. Murray | Partner | 31.00 | 545.00 | 16,895.00 |
| W.R. Wagner | Partner | 93.40 | 800.00 | 74,720.00 |
| A. Wisotsky | Partner | 4.25 | 610.00 | 2,592.50 |
| K.B. Braun | Of Counsel | 30.30 | 470.00 | 14,241.00 |
| C. Kimmel | Of Counsel | 25.80 | 450.00 | 11,610.00 |
| L.A. Poltrock | Of Counsel | 17.70 | 380.00 | 6,726.00 |
| B.F. Scotti | Of Counsel | 42.00 | 470.00 | 19,740.00 |
| R.L. Vanderpool, IV | Of Counsel | 2.25 | 550.00 | 1,237.50 |
| J. VandeWyngearde | Of Counsel | 1.00 | 400.00 | 400.00 |
| L.J. Casey | Contract Atty | 43.20 | 470.00 | 20,304.00 |
| E.L. Coccia | Associate | 90.50 | 265.00 | 23,982.50 |
| C.A. DiValentino | Associate | 62.50 | 325.00 | 20,312.50 |
| A.L. Harris | Associate | 36.90 | 290.00 | 10,701.00 |
| C.B. Holtzman | Associate | 69.40 | 365.00 | 25,331.00 |
| A. Mavraganis | Associate | 42.10 | 290.00 | 12,209.00 |
| N.R. Smarr | Associate | 36.80 | 365.00 | 13,432.00 |
| R.R. Tooley | Associate | 44.50 | 240.00 | 10,680.00 |
| L.S. Welwarth | Associate | 54.30 | 250.00 | 13,575.00 |
| M. Alexsy | Paralegal | 6.30 | 225.00 | 1,417.50 |
| S. Henry | Paralegal | 7.60 | 235.00 | 1,786.00 |
| Total | | <u>1085.80</u> | | <u>\$527,475.50</u> |

EXHIBIT F

Ally Financial Invoice Review
Pepper Hamilton LLP

7/17/2013

| Invoice | Date | Description | # of People | Billed Amount | Written Off | Requested Amount |
|----------|------------|--------------|-------------|------------------|------------------|------------------|
| 10797589 | 3/4/2013 | | | | | |
| | 1/7/2013 | Dinner | 1 | \$ 62.00 | \$ 42.00 | \$ 20.00 |
| | 1/8/2013 | Dinner | 1 | \$ 68.35 | \$ 48.35 | \$ 20.00 |
| | 1/23/2013 | Lunch | 1 | \$ 22.06 | \$ 2.06 | \$ 20.00 |
| | 1/23/2013 | Dinner | 2 | \$ 123.88 | \$ 83.88 | \$ 40.00 |
| | 1/22/2013 | Dinner | 1 | \$ 68.66 | \$ 48.66 | \$ 20.00 |
| | | Sub Total | | \$ 344.95 | \$ 224.95 | \$ 120.00 |
| 10799617 | 3/14/2013 | | | | | |
| | 11/26/2012 | Dinner | 1 | \$ 60.66 | \$ 40.66 | \$ 20.00 |
| | 1/8/2013 | Dinner | 1 | \$ 81.96 | \$ 61.96 | \$ 20.00 |
| | 2/6/2013 | Lunch | 1 | \$ 24.73 | \$ 4.73 | \$ 20.00 |
| | 2/6/2013 | Dinner | 1 | \$ 105.63 | \$ 85.63 | \$ 20.00 |
| | 2/5/02013 | Dinner | 1 | \$ 47.00 | \$ 27.00 | \$ 20.00 |
| | 1/22/2013 | Dinner | 1 | \$ 47.55 | \$ 27.55 | \$ 20.00 |
| | 2/19/2013 | Dinner | 1 | \$ 74.32 | \$ 54.32 | \$ 20.00 |
| | 2/20/2013 | Dinner | 2 | \$ 96.93 | \$ 56.93 | \$ 40.00 |
| | | Sub Total | | \$ 538.78 | \$ 358.78 | \$ 180.00 |
| | | Total | | \$ 883.73 | \$ 583.73 | \$ 300.00 |

EXHIBIT G



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

May 20, 2013

By email and U.S. Mail

Gary Apfel, Esq.
Pepper Hamilton LLP
333 South Grand Avenue
Suite 1670
Los Angeles, CA 90071-9500

Dear Mr. Apfel:

I write in response to your request dated May 14, 2013, that you be permitted to disclose certain confidential supervisory information of the Board in connection with Pepper Hamilton's interim fee application filed in the Chapter 11 bankruptcy case of GMAC Mortgage LLC ("GMACM"), currently pending in the Bankruptcy Court for the Southern District of New York. You explain that Pepper Hamilton serves as the Independent Legal Consultant ("ILC") to PricewaterhouseCoopers ("PwC"), which in turn is the Independent Consultant appointed pursuant to a Consent Order (the "Consent Order") issued by the Board of Governors of the Federal Reserve System (the "Board") against Ally Financial, Inc., ResCap, and GMACM. Following GMACM's bankruptcy filing, in order to be paid for its work as Independent Legal Counsel, Pepper Hamilton is required to file fee applications with the bankruptcy court. The United States Trustee has objected to Pepper Hamilton's most recent fee application, covering work performed from May through December 2012, claiming that Pepper Hamilton provided insufficient detail to justify allowance of fees.

You have provided me with a draft of your proposed response to this objection. In your response, you detail the work that Pepper Hamilton has performed as part of the Independent Foreclosure Review ("IFR") ordered by the Board in the Consent Order. As you note in your draft response, the work performed by Pepper Hamilton in developing and performing its review processes under the IFR was done at the direction of and under the guidance and supervision of the Board pursuant to the Consent Order. The Federal Reserve oversaw PwC's and Pepper Hamilton's creation of a system that would meet the supervisory goals of the IFR. Accordingly, Pepper Hamilton's work product, including but not limited to memoranda, checklists, databases and detailed descriptions of the review process, constitute confidential supervisory information of the Board pursuant to the Board's regulations, 12 C.F.R. § 261.2(c). The particular information in the response regarding the precise steps taken by PwC and Pepper Hamilton under the Consent Orders issued by the Board has not been made public. Accordingly, you properly requested the Board's permission to disclose this information in connection with Pepper

Hamilton's fee petition. You have committed to seek an order permitting Pepper Hamilton to file the information under seal in order to protect its confidentiality.

Requests for authority to disclose confidential supervisory information of the Board are subject to the Board's Rules Regarding Availability of Information. 12 C.F.R. § 261.21. On the basis of your letter and other information conveyed to Board staff, I have determined that Pepper Hamilton has demonstrated the requisite need to disclose the information as proposed, subject to the limitations and restrictions described herein, and that such approval would be consistent with the Board's supervisory and regulatory responsibilities. Accordingly, I am authorizing Pepper Hamilton to file a document substantially similar to the draft you provided, subject to the condition that Pepper Hamilton first seek and obtain an order enabling it to file the document under seal and available only to court personnel and the United States Trustee. Further, should any party (including the United States Trustee) seek to lift the order to seal at any time, Pepper Hamilton will promptly notify the Board of Governors so that we may take appropriate steps to protect the confidentiality of our information.

Sincerely,

*Kit Wheatley
by Jennifer Sutton*

Katherine H. Wheatley
Associate General Counsel